

<p>Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address</p> <p>Derrick Talerico (State Bar No. 223763) dtalerico@wztslaw.com David B. Zolkin (State Bar No. 155410 dzolkin@wztslaw.com WEINTRAUB ZOLKIN TALERICO & SELTH LLP 11766 Wilshire Boulevard, Suite 730 Los Angeles, CA 90025 Telephone: (424) 500-8552</p>	<p>FOR COURT USE ONLY</p>
<p><input type="checkbox"/> <i>Individual appearing without attorney</i> <input checked="" type="checkbox"/> <i>Attorney for: Corporate Debtors</i></p>	
<p>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION</p>	
<p>In re: SEATON INVESTMENTS, LLC, et al.</p>	<p>LEAD CASE NO.: 2:24-bk-12079-VZ Jointly Administered with Case Nos.: 2:24-bk-12080-VZ; 2:24-bk-12081-VZ; 2:24-bk-12082-VZ; 2:24-bk-12091-VZ; 2:24-bk-12074-VZ; 2:24-bk-12075-VZ and 2:24-bk-12076-VZ</p>
<p><input type="checkbox"/> Affects All Debtors. <input type="checkbox"/> Affects Seaton Investments, LLC <input type="checkbox"/> Affects Colyton Investments, LLC <input checked="" type="checkbox"/> Affects Broadway Avenue Investments, LLC <input checked="" type="checkbox"/> Affects SLA Investments, LLC <input checked="" type="checkbox"/> Affects Negev Investments, LLC <input checked="" type="checkbox"/> Affects Alan Gomperts <input checked="" type="checkbox"/> Affects Daniel Halevy <input checked="" type="checkbox"/> Affects Susan Halevy</p>	<p>CHAPTER: 11</p> <p>NOTICE OF MOTION AND MOTION TO APPROVE ADEQUACY OF DISCLOSURE STATEMENT</p> <p>[11 U.S.C. § 1125; FRBP 3017; LBR 3017-1]</p> <p>Hearing Information</p> <p>DATE: February 27, 2025 TIME: 11:00 a.m. COURTROOM: 1368, Roybal Federal Building ADDRESS: 255 E. Temple Street Los Angeles, CA 90012</p>

1. **Disclosure Statement:** Pursuant to FRBP 3016(b), a Disclosure Statement and Plan of Reorganization (the “**DS and Plan**”) was filed as docket entry # 426. The DS and Plan are combined into one document to avoid contradiction and confusion. A copy of the DS and Plan accompanies this notice. **Sections I – VII and XI of the DS and Plan** constitute the disclosure statement (the “**DS**”) and sections VIII –X of the DS and Plan constitute the Plan.
2. **Proponent of Disclosure Statement:** The party who filed the DS and Plan (“**Proponent**”) is: Debtor, or .
3. **Motion to Approve Disclosure Statement:** Pursuant to FRBP 9014(a), the Debtor filed a motion requesting that the court approve the adequacy of their disclosure statement (“**Motion to Approve DS**”). The Motion to Approve DS is being served only on the U.S. trustee as required by FRBP 9034(h), and on the debtor.

This form has been approved for use in chapter 11 cases assigned to Judge Vincent P. Zurzolo.

4. **Hearing on Motion to Approve Disclosure Statement:** The Motion to Approve DS is being heard on 21 days of notice pursuant to LBR 9013-1(d). In addition, pursuant to LBR 3017-1, on (date) February 27, 2025, a Notice of Hearing on Adequacy of Disclosure Statement was filed and served to provide 42 days of notice of the hearing to the U.S. trustee, the debtor, and to all claimants and parties in interest.
5. **Filing and Serving a Response:** All claimants and parties in interest may file a response to the Motion to Approve DS. If you wish to oppose the Motion to Approve DS, you must file and serve a written response no later than 14 days before the hearing and appear at the hearing. When serving a response, serve it on the debtor, debtor's attorney and the proponent's attorney (if the debtor is not the proponent) at the addresses set forth below. If you fail to file a written response or appear at the hearing, the court may treat such failure as a waiver of your right to oppose the Motion to Approve DS and may approve the DS.
 - a. **DEADLINE:** (date) February 13, 2025
 - b. **DEBTORS' ADDRESS:** All Affected Debtors to be served via counsel
 - c. **DEBTORS' ATTORNEYS' ADDRESSES:**
 Do not mail the response. The Debtors' attorneys will be served by Notice of Electronic Filing; **or**
 Mailing Address:
 - d. **PROPOSER'S ATTORNEY'S ADDRESS** (If Proposer is not the Debtor):
 Do not mail the response. The Proposer's attorney will be served by Notice of Electronic Filing; **or**
 Mailing Address:

Date: February 6, 2025

/s/ Derrick Talerico

Signature of attorney for proponent, if any

Derrick Talerico

Printed name of attorney for proponent, if any

MOTION TO APPROVE ADEQUACY OF DISCLOSURE STATEMENT

1. 11 U.S.C. § 1125 requires that adequate information be disclosed with the Plan, to provide information for claimants to decide whether to submit a ballot to accept or reject the plan, or to file an objection to confirmation. **Sections I – VII and IX of the DS and Plan** contain this disclosure.
2. Points and Authorities: Attached is an optional points and authorities.
3. Amended Disclosure Statement and/or Plan:
 - Attached is an Amended DS and Plan that was filed after the Notice of Hearing on Adequacy of Disclosure Statement was filed. An Amended DS and Plan were filed to reference the pending motions to approve a lease for the Broadway property and related post-petition financing.
 - Additional Evidence: Attached is additional evidence to support granting the Motion to Approve DS.
 - a. Declarations [LBR 9013-1(i)]
 - Proponent of the DS and Plan (Declaration of Alan Gomperts)
 - Person who completed service of the Notice of Hearing on Adequacy of Disclosure Statement (Declaration of Derrick Talerico)
 - Other:
 - b. Documents Authenticated by Declarations [LBR 9013-1(c)(3)(A)]
 - Exhibit A: Notice of Hearing on Adequacy of Disclosure Statement with its Proof of Service
 - Exhibit B:
 - Exhibit C:
4. Based on the foregoing, the Proponent of the DS and Plan requests that the court enter an order approving the adequacy of the disclosure statement.

Date: February 6, 2025

/s/ Derrick Talerico

Signature of attorney for proponent, if any

Derrick Talerico

Printed name of attorney for proponent, if any

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Counsel to
Broadway Avenue Investments, LLC
SLA Investments, LLC and Negev Investments, LLC

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

In re:
SEATON INVESTMENTS, LLC, *et al.*,
Debtors and Debtors In Possession.

- Affects All Debtors.
- Affects Seaton Investments, LLC
- Affects Colyton Investments, LLC
- Affects Broadway Avenue Investments, LLC
- Affects SLA Investments, LLC
- Affects Negev Investments, LLC
- Affects Alan Gomperts
- Affects Daniel Halevy
- Affects Susan Halevy

Lead Case No. 2:24-bk-12079-VZ

Jointly Administered with Case Nos.:
2:24-bk-12080-VZ; 2:24-bk-12081-VZ; 2:24-bk-12082-VZ; 2:24-bk-12091-VZ; 2:24-bk-12074-VZ; 2:24-bk-12075-VZ and 2:24-bk-12076-VZ

Chapter 11

**MEMORANDUM OF POINTS AND
AUTHORITIES IN SUPPORT OF JOINT
DEBTORS MOTION TO APPROVE
ADEQUACY OF DISCLOSURE
STATEMENT; DECLARATIONS OF
ALAN GOMPERTS AND DERRICK
TALERICO IN SUPPORT THEREOF**

Hearing:

Date: February 27, 2025
Time: 11:00 a.m.
Crtrm: 1368
255 E. Temple Street
Los Angeles, CA 90012

MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

Broadway Avenue Investments, LLC, SLA Investments, LLC, Negev Investments, LLC (collectively, the “Corporate Debtors”), and Alan Gomperts, Daniel Halevy and Susan Halevy

1 (collectively, the “Individual Debtors,” and with the Corporate Debtors, the “Debtors”), debtors
2 and debtors in passion in these jointly administered chapter 11 cases (the “Bankruptcy Cases”)
3 request approval of their Disclosure Statement contained in the *Disclosure Statement and Plan*
4 *Dated February 6, 2025* (the “February Plan/DS”) [Doc. 426] pursuant to Bankruptcy Code §
5 1125. The Disclosure Statement describes and contains detailed information regarding the
6 Debtors’ assets and liabilities and the funding and implementation of the Debtors’ chapter 11 plan
7 (the “Plan”) contained in the Combined Plan/DS. The Debtors submit that the Disclosure
8 Statement contains adequate information pursuant to Bankruptcy Code § 1125, that is,
9 information that is reasonably practicable under the circumstances to enable creditors to make an
10 informed judgment about the Plan. Approval of the Disclosure Statement and of the schedule and
11 procedures described below for soliciting votes on the Plan and notifying parties in interest of the
12 proposed confirmation will allow the Debtors to maximize the value of their estates and ensure
13 that the Debtors can efficiently and expeditiously emerge from the Bankruptcy Cases. The
14 Debtors intend to immediately commence solicitation of votes on the Plan after the entry of the
15 order approving this Motion and the Disclosure Statement.

16 **A. Bankruptcy Filings**

17 On March 18, 2024 (the “Individual Petition Date”) and on March 19, 2024 (the
18 “Corporate Petition Date”), each of the above-captioned jointly administered debtors (the
19 “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the
20 Court. The Debtors continue to operate and manage their affairs as debtors and debtors-in-
21 possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Court entered an
22 order on April 1, 2024 for the Debtors’ cases to be jointly administered [Dkt. 16]. No party has
23 requested the appointment of a trustee or examiner and no committee has been appointed or
24 designated in the Bankruptcy Cases.

25 **B. Debtors’ Business Operations**

26 The Individual Debtors are family and operate a family business together. Debtor Susan
27 Halevy is mother to debtor Daniel Halevy and three other non-debtor children, including Sharon
28 Gomperts, wife of debtor Alan Gomperts.

1 Susan's husband, David Halevy (deceased), together with Daniel and Alan, and on
2 occasion non-debtor Simon Harkham, invest in and operate real estate properties, including
3 debtors Seaton, Broadway and SLA. Upon David Halevy's passing in 2023, his interests, to the
4 extent they were not community property, passed to Susan via the Halevy Trust (defined below).
5 As such, Susan Halevy is now the owner – direct, beneficial, equitable, or otherwise – of all
6 interests in the various Debtors previously owned by David Halevy.

7 These jointly administered Bankruptcy Cases initially presented two real estate investments
8 that require a restructuring to address defaults on their senior loans: (1) the buildings at 440 Seaton
9 Street, Los Angeles, CA, 90013 (owned by Seaton Investments, LLC), and 421 Colyton Street, Los
10 Angeles, CA, 90013 (owned by Colyton Investments, LLC), which together are operated as an
11 economic unit (the "Seaton/Colyton Buildings"); and (2) the building at 737 S. Broadway, Los
12 Angeles, CA, 90014 (the "Broadway Building"), owned by Debtor Broadway. The Seaton
13 Investments, LLC and Colyton Investments, LLC were voluntarily dismissed at hearing before the
14 Bankruptcy Court on January 30, 2025.

15 The Individual Debtors have each jointly and severally guaranteed (1) certain debt owed to
16 KDM California LLC ("KDM") on account of KDM's \$37.1 million in principal amount loaned
17 jointly to Seaton and Colyton and secured by the Seaton/Colyton Buildings, and (2) approximately
18 \$19.1 million of loans made by Archway Capital ("Archway") on account of the Broadway
19 Building (the "Broadway Loans"). The Individual Debtors' guaranty liability to Archway is
20 bifurcated into secured and unsecured tranches. Approximately \$15 million of Archway's
21 Broadway Loans are made directly to Broadway and guaranteed by the Individual Debtors without
22 collateral. Approximately \$4 million of Archway's Broadway Loans are made pursuant to three
23 loans to related entities or groups and are secured by pledges of various real properties owned by
24 the Individual Debtors, 1040 S. Los Angeles Street, Los Angeles, CA (owned and pledged by SLA),
25 and 12800 Foxdale Drive, Desert Hot Springs, CA (owned and pledged by Negev).

26 **C. Events Leading to the Debtors' Bankruptcy Filings**

27 Archway had commenced an action against the Individual Debtors where it has sought
28 pre-judgment writs of attachment against Daniel Halevy and Alan Gomperts. Archway had also

1 commenced foreclosure proceedings against the properties owned by the Individual Debtors,
2 SLA, and Negev to recover on their guarantees and collateral. KDM had commenced an action
3 against Seaton and Colyton for appointment of a receiver.

4 **II. RELIEF REQUESTED**

5 By this Motion, the Debtors seek entry of an order (a) approving the Disclosure Statement
6 contained in the February Plan/DS, (b) establishing the voting deadline and other dates,
7 (c) approving procedures for soliciting and receiving votes on the Plan and for filing objections to
8 the Plan, (d) approving the manner and notice in connection with confirmation of the Plan, and
9 (e) granting related relief. The Debtors propose the following dates and procedures related to
10 seeking confirmation of the Plan:

11 1. **February 27, 2025** is the deadline for the Debtors as Plan proponents to serve all
12 parties in interest including creditors, equity security holders, and the United States Trustee, with
13 (a) the February Plan/DS, (b) ballots, and (c) the Order Approving the Disclosure Statement
14 contained in the Combined Plan/DS (“Voting Package”). Service of the Voting Package may be
15 made on February 27, 2025 by any of the following delivery methods: U.S. Mail, overnight mail,
16 personal delivery, or email (if receiving party has consented to electronic service in writing).
17 Alternatively, service of the Voting Package may be made March 3, 2025 by any of the following
18 delivery methods: overnight mail, personal delivery, or email (if receiving party has consented to
19 electronic service in writing).

20 2. **March 13, 2025 at 5:00 p.m. (Pacific time)** is the deadline for ballots and
21 preliminary plan confirmation objections to be **received** by counsel for the Debtors by at least one
22 of the following delivery methods: email to dtalerico@wztslaw.com or
23 zev.shechtman@saul.com, or by U.S. Mail, or personal delivery to either Derrick Talerico (at
24 Weintraub Zolkin Talerico & Selth, 11766 Wilshire Blvd, Suite 730, Los Angeles, CA 90025) or
25 Zev Shechtman (at Saul Ewing, 1888 Century Park East, Suite 1500, Los Angeles, CA 90067).

26 3. **March 20, 2025** is the deadline for the Debtors to file and serve on all parties in
27 interest including creditors, equity security holders and the United States Trustee, a motion/brief
28 in support of confirmation of the Plan (“Confirmation Brief”), and to file a ballot summary and

1 proof of service of the Voting Package. Service of the Confirmation Brief may be made by any of
2 the following delivery methods: U.S. Mail, overnight mail, personal delivery, or email (if
3 receiving party has consented to electronic service in writing).

4 4. **March 27, 2025** is the deadline for interested parties to file and serve a written
5 opposition to the Confirmation Brief.

6 5. **April 3, 2025** is the deadline for the Debtors to file and serve a written reply to any
7 opposition to the Confirmation Brief.

8 5. **April 10, 2025 at 11:00 a.m. (Pacific time)** is the date for the hearing before the
9 Court to consider confirmation of the Plan contained in the February Plan/DS, which hearing will
10 be held in Courtroom 1368 of the United States Bankruptcy Court, 255 East Temple Street, Los
11 Angeles, CA 90012.

12 **III. LEGAL AUTHORITIES**

13 Pursuant to Section 1125(b) of the Bankruptcy Code, a plan proponent may not solicit the
14 acceptance or rejection of a plan of reorganization unless the holders of the relevant claims or
15 interests, as applicable, are provided, at or before the time of such solicitation, with a disclosure
16 statement approved by a bankruptcy court that contains “adequate information” regarding the
17 debtor’s plan of reorganization. Section 1125(a)(1) of the Bankruptcy Code defines “adequate
18 information” in relevant part to mean:

19 [I]nformation of a kind, and in sufficient detail, as far as is reasonably
20 practicable in light of the nature and history of the debtor and the
21 condition of the debtor’s books and records, including a discussion of
22 the potential material Federal Tax consequences of the plan to the
23 debtor, any successor to the debtor, and a hypothetical investor typical
of the holders of claims or interests in the case, that would enable such
a hypothetical investor of the relevant class to make an informed
judgment about the plan. . .

24 11 U.S.C. § 1125(a)(1). Thus, a disclosure statement must, as a whole, provide information that
25 is “reasonably practicable” to permit an “informed judgment” by creditors and interest holders, if
26 applicable, to vote on a plan of reorganization. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132,
27 1136 (2d Cir. 1994); *see also In re Ionosphere Clubs, Inc.*, 179 B.R. 24, 29 (Bankr. S.D.N.Y.
28 1995) (stating that the adequacy of a disclosure statement “is to be determined on a case-specific

1 basis under a flexible standard that can promote the chapter 11 policy of fair settlement through a
2 negotiation process between informed interested parties.”). This particular point, especially in
3 light of its underlying notions of practicality and flexibility, also is underscored in the legislative
4 history of Section 1125 of the Bankruptcy Code:

5 Precisely what constitutes adequate information in any particular
6 instance will develop on a case-by-case basis. Courts will take a
7 practical approach as to what is necessary under the circumstances of
8 each case, such as the cost of preparation of the statements, the need
9 for relative speed in solicitation and confirmation. . . . In chapter 11
cases, there is frequently great uncertainty. Therefore the need for
flexibility is greatest.

10 *See H.R. Rep. 595, at 408-09(1977).*

11 Courts are vested with wide discretion to determine whether a disclosure statement
12 contains “adequate information” within the meaning of § 1125(a). *See Kirk v. Texaco, Inc.*, 82
13 B.R. 678, 682 (S.D.N.Y. 1988) (“The legislative history could hardly be more clear in granting
14 broad discretion to bankruptcy judges under § 1125(a). . . .”); *see also In re Oxford Homes*, 204
15 B.R. 264, 267 (Bankr. D.Me. 1977) (noting Congress intentionally drew vague contours of what
16 constitutes adequate information so that bankruptcy courts can exercise discretion to tailor them
17 to each case’s particular circumstances). This grant of discretion is intended to permit courts to
18 tailor the disclosures made in connection with the solicitation of votes on a plan to facilitate the
19 effective reorganization of debtors in a broad ranges of businesses and circumstances. *See H.R.*
20 *Re. 595, at 409; see also Texaco*, 82 B.R. at 682 (stating bankruptcy judges have a clear
21 congressional mandate to exercise “broad discretion in their supervision of corporate
22 reorganizations”). Accordingly, the determination of whether a disclosure statement contains
23 adequate information must be made on a case-by-case basis, focusing on the unique facts and
24 circumstances of each case. *See In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D.
25 Pa. 2001).

26 Here the Disclosure Statement contains “adequate information” as that term is defined in
27 Section 1125. The Disclosure Statement contains ample and adequate information under the
28 circumstances of the Bankruptcy Cases and to the extent available to the Debtors to allow parties

1 in interest to make information judgments about the Plan. The Disclosure Statement includes
2 detailed information regarding, among other things, (i) the Debtors' assets and liabilities, (ii) the
3 classification and treatment of creditors under the Plan, and (iii) how the Plan will be
4 implemented and funded. Accordingly, the Debtors respectfully submit that the Disclosure
5 Statement contains adequate information within the meaning of Section 1125 of the Bankruptcy
6 Code and should be approved.

7 **IV. CONCLUSION**

8 Based on the foregoing, the Debtors respectfully request the entry of an order: (1) granting
9 the Motion; (2) finding that the Disclosure Statement contains "adequate information" as required
10 by 11 U.S.C. § 1125(b); (3) approving the Disclosure Statement; (4) setting procedures, dates and
11 deadlines relating to the distribution of the Disclosure Statement and Plan and ballots for voting
12 on the Plan and for confirmation of the Plan as set forth above; and (5) for such other and further
13 relief as the Court may deem just and proper.

14 Dated: February 6, 2025

15 **WEINTRAUB ZOLKIN TALERICO & SELTH LLP**

16 By: /s/ Derrick Talerico

17 Derrick Talerico

18 Counsel to Broadway Avenue Investments, Inc.,
SLA Investments, Inc. and Negev Investments, Inc.

19 and

20 **SAUL EWING LLP**

21 Counsel to Alan Gomperts, Daniel Halevy, and Susan Halevy

<p>Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address</p> <p>Derrick Talerico (State Bar No. 223763) dtalerico@wztslaw.com David B. Zolkin (State Bar No. 155410) dzolkin@wztslaw.com WEINTRAUB ZOLKIN TALERICO & SELTH LLP 11766 Wilshire Boulevard, Suite 730 Los Angeles, CA 90025 Telephone: (424) 500-8552</p> <p>Counsel to Debtors Seaton Investments, LLC, Colyton Investments, LLC, Broadway Avenue Investments, LLC, SLA Investments, LLC, and Negev Investments, LLC</p>	<p>FOR COURT USE ONLY</p>
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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

<p>In re:</p> <hr/> <p>SEATON INVESTMENTS, LLC, <i>et al.</i></p> <hr/>	<p>LEAD CASE NO.: 2:24-bk-12079-VZ</p>
<p><input type="checkbox"/> Affects All Debtors.</p> <p><input type="checkbox"/> Affects Seaton Investments, LLC</p> <p><input type="checkbox"/> Affects Colyton Investments, LLC</p> <p><input checked="" type="checkbox"/> Affects Broadway Avenue Investments, LLC</p> <p><input checked="" type="checkbox"/> Affects SLA Investments, LLC</p> <p><input checked="" type="checkbox"/> Affects Negev Investments, LLC</p> <p><input checked="" type="checkbox"/> Affects Alan Gomperts</p> <p><input checked="" type="checkbox"/> Affects Daniel Halevy</p> <p><input checked="" type="checkbox"/> Affects Susan Halevy</p>	<p>Jointly Administered with Case Nos.: 2:24-bk-12080-VZ; 2:24-bk-12081-VZ; 2:24-bk-12082-VZ; 2:24-bk-12091-VZ; 2:24-bk-12074-VZ; 2:24-bk-12075-VZ and 2:24-bk-12076-VZ</p> <p>CHAPTER: 11</p> <p>DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION</p> <p>[11 U.S.C. §§ 1123, 1125]</p> <p><input type="checkbox"/> Initial Disclosure Statement and Plan</p> <p><input checked="" type="checkbox"/> Disclosure Statement and Plan Dated February 6, 2025</p> <p><input type="checkbox"/></p> <p>For information on court hearings, see the separately filed notice(s) of hearing.</p>

Debtor(s).

On March 18, 2024 (the “Individual Petition Date”), Susan Halevy (“Susan” or “Susan Halevy”), Daniel Halevy (“Daniel” or “Daniel Halevy”), and Alan Gomperts (“Alan” or “Alan Gomperts,” together with Susan and Daniel, the “Individual Debtors”) each filed a voluntary bankruptcy petition under Chapter 11 of the Bankruptcy Code (“Code”). On March 19, 2024, (the “Corporate Petition Date”), Seaton Investments, LLC, (“Seaton”), Colyton Investments, LLC (“Colyton”), Broadway Avenue Investments, LLC (“Broadway”), SLA Investments, LLC (“SLA”), Negev Investments, LLC (“Negev,” together with Seaton, Colyton, Broadway, and SLA, the “Corporate Debtors,” and the Corporate Debtors, collectively with the Individual Debtors, the “Debtors”), each filed a voluntary bankruptcy petition under Chapter 11 of the Code.

This form Disclosure Statement and Plan of Reorganization (“**DS and Plan**”) is both the Disclosure Statement (“**DS**”) and the Plan of Reorganization (“**Plan**”).

PROPOSER: The parties who filed the DS and Plan (“Proponents”) are: Debtors Broadway Avenue Investments, LLC, SLA Investments, LLC, Negev Investments, LLC, Alan Gomperts, Daniel Halevy, and Susan Halevy, or .

PLAN: The terms of the Plan, located at Sections **VIII – X**, comply with the requirements of 11 U.S.C. § 1123, including the proposed treatment of claims of the Debtors’ creditors and, if applicable, the interests of shareholders or partners. **The Court has not yet confirmed the Plan, which means the terms of the Plan are not now binding on anyone;** however, if the Plan is confirmed, the terms will bind the Debtors and any holders of claims or interests treated by the Plan.

DISCLOSURE STATEMENT: Sections **I – VII** and **XI** constitute the DS and describe the assumptions that underlie the Plan and how the Plan will be executed. The Proponents believe the DS meets the standard for adequate information set forth in 11 U.S.C. § 1125(a). **The information disclosed is for explanatory purposes only and is as accurate as possible.**

Any interested party desiring further information should contact the attorneys for Proponents identified above in the box at top left of this page, using the contact information provided.

NOTE ABOUT CITATIONS

“**Chapter, section and §**” **references** are to 11 U.S.C. §§ 101-1532 of the Bankruptcy Code.
“**FRBP**” **references** are to the Federal Rules of Bankruptcy Procedure.
“**LBR**” **references** are to the Local Bankruptcy Rules for the Central District of California.

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I. GENERAL DISCLAIMER

PLEASE READ THIS DOCUMENT CAREFULLY, INCLUDING THE ATTACHED EXHIBITS. IT EXPLAINS WHO IS ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN, AND WHO IS ENTITLED TO FILE AN OBJECTION TO CONFIRMATION OF THE PLAN. IT ALSO IDENTIFIES THE TREATMENT THAT CLAIMANTS (CREDITORS) AND ANY INTEREST HOLDERS (SHAREHOLDERS OR PARTNERS) CAN EXPECT TO RECEIVE UNDER THE PLAN, IF THE PLAN IS CONFIRMED BY THE COURT.

ALL REFERENCES TO THE "DEBTOR" IN THE SINGULAR OR TO THE "DEBTORS" IN THE PLURAL ARE REFERENCES TO ALL OF THE DEBTORS. REFERENCES TO THE "CORPORATE DEBTORS" ARE TO ALL OF THE LLC DEBTORS COLLECTIVELY. REFERENCES TO THE "INDIVIDUAL DEBTORS" ARE TO ALAN GOMPERTS, DANIEL HALEVY, AND SUSAN HALEVY COLLECTIVELY.

THE SOURCES OF FINANCIAL DATA RELIED ON TO FORMULATE THIS DOCUMENT ARE IN **EXHIBIT A**, A DECLARATION. ALL REPRESENTATIONS ARE TRUE TO THE PROPONENT'S BEST KNOWLEDGE.

NO REPRESENTATIONS CONCERNING THE DEBTOR THAT ARE INCONSISTENT WITH INFORMATION CONTAINED IN THIS DS AND PLAN ARE AUTHORIZED EXCEPT TO THE EXTENT, IF AT ALL, THAT THE COURT ORDERS OTHERWISE.

AFTER CAREFULLY REVIEWING THIS DOCUMENT AND THE ATTACHED DECLARATIONS AND EXHIBITS, PLEASE REFER TO THE SEPARATELY FILED NOTICE OF DATES RELATED TO A HEARING ON MOTION TO APPROVE ADEQUACY OF THE DISCLOSURE STATEMENT, OR HEARING ON MOTION TO CONFIRM THE PLAN. EACH NOTICE WILL IDENTIFY DATES AND DEADLINES TO FILE A RESPONSE OR OTHER OBJECTION, OR TO SUBMIT A BALLOT IF YOU ARE ENTITLED TO VOTE ON THE PLAN.

II. TYPE OF PLAN OF REORGANIZATION; IMPORTANT DATES

Payments and treatments under the Plan have a starting date ("Effective Date"), a period of time after the Effective Date to continue payments ("Plan Term"), and a final payment date ("Final Payment").

Plan Type	Effective Date	Plan Term	Final Payment Date
<input type="checkbox"/> Liquidating: See Section V.A.2 below for anticipated sale(s) <input checked="" type="checkbox"/> Operating: See Section III below	<input checked="" type="checkbox"/> 14 days after order confirming Plan <input type="checkbox"/> Other date:	<input checked="" type="checkbox"/> 7 years; or <input type="checkbox"/> months	05/01/2032 (estimated)

III. DESCRIPTION OF DEBTORS' PAST AND FUTURE BUSINESS AND EVENTS PRECIPITATING BANKRUPTCY FILING

A. PAST AND FUTURE BUSINESS OPERATIONS: The Corporate Debtors are organized as LLCs. The Debtors conducted 100% of its business activity in California since 1983. Before this case was commenced on (specify the "petition date") March 19, 2024 (Corporate Debtors) and March 18 (Individual Debtors), the Debtor,

- provided the following services for pay:
- manufactured or sold the following products:
- was in the business of renting real estate. (See Exhibit H for a detailed description of Debtor's property or properties including locations, square footage, occupancy rates, etc.)
- was in the business of developing real estate. (See Exhibit H for a detailed description of Debtor's property or properties including locations, size of lot(s), stage of development, etc.)
- other:

The Debtors will will not continue this course of conduct.

The Debtors: are not a small business debtor within the meaning of 11 U.S.C. §101(51(d)).

is a small business debtor within the meaning of 11 U.S.C. §101(51(d)), please see Exhibit for information pertaining to 11 U.S.C. §1116 compliance.

B. FACTORS THAT LED TO FILING THIS BANKRUPTCY CASE (Describe briefly):

These Bankruptcy Cases present two real estate investments that require a restructuring to address defaults on their senior loans: (1) the buildings at 440 Seaton Street, Los Angeles, CA, 90013 (the “Seaton Building”), and 421 Colyton Street, Los Angeles, CA, 90013 (the “Colyton Building”), which together are operated as an economic unit (the “Seaton/Colyton Buildings”) and are owned by Debtors Seaton and Colyton, respectively; and (2) the building at 737 S. Broadway, Los Angeles, CA, 90014 (the “Broadway Building”), owned by Debtor Broadway.

The Individual Debtors have each jointly and severally guaranteed (1) certain debt owed to KDM California LLC (“KDM”) on account of KDM’s \$37.1 million in principal amount loaned jointly to Seaton and Colyton and secured by the Seaton/Colyton Buildings, and (2) approximately \$19.1 million of loans made by Archway Capital (“Archway”) on account of the Broadway Building (the “Broadway Loans”). The Individual Debtors’ guaranty liability to Archway is bifurcated into secured and unsecured tranches. Approximately \$15 million of Archway’s Broadway Loans are made directly to Broadway and guaranteed by the Individual Debtors without collateral. Approximately \$4 million of Archway’s Broadway Loans are made pursuant to three loans to related entities or groups and are secured by pledges of various real properties owned by the Individual Debtors: 1040 S. Los Angeles Street, Los Angeles, CA (owned and pledged by SLA), and 12800 Foxdale Drive, Desert Hot Springs, CA (owned and pledged by Negev).

Archway has commenced an action against the Individual Debtors where it has sought pre-judgment writs of attachment against Daniel Halevy and Alan Gomperts. Archway has also commenced foreclosure proceedings against the properties owned by the Individual Debtors, SLA, and Negev to recover on their guarantees and collateral. KDM has commenced an action against Seaton and Colyton for appointment of a receiver.

C. FUTURE FINANCIAL OUTLOOK: Proponent believes that the Debtors' economic health has, or will, improve from its prebankruptcy state for the following reasons. *(Describe briefly)*

Seaton and Colyton have agreed with KDM on terms to resolve KDM's debt and to allow the Seaton and Colyton bankruptcy cases to be dismissed. Broadway is projecting to confirm a whole-building lease with financing that will drive cash flow to allow for plan confirmation and increase property values immediately.

D. PROPOSED MANAGEMENT OF THE DEBTOR:

1. Names of persons who will manage the Debtor's business affairs:

The Individual Debtors will manage their own affairs. Alan Gomperts and Daniel Halevy will manage the affairs of Broadway.

2. Proposed compensation to persons listed above:

Alan Gomperts - \$0; Daniel Halevy - \$15,000 / month

3. Qualifications of persons listed above:

Alan Gomperts and Daniel Halevy have managed a family portfolio of residential and commercial real estate for more than 25 years. Through this experience they are familiar with real estate investment, real estate development, real estate management.

4. Affiliation of persons listed above to Debtors:

Alan Gomperts and Daniel Halevy are both Individual Debtors. Debtor Susan Halevy is mother to Daniel Halevy and three other non-debtor children, including Sharon Gomperts, wife of Alan Gomperts.

Broadway's membership consists of: (1) the Halevy Trust (Susan Halevy, beneficial owner); The Gomperts Family Trust (Alan Gomperts and Sharon Gomperts, beneficial owners of community property); and (3) Daniel Halevy.

Negev is owned by the Halevy Trust.

SLA's membership consists of: (1) the Halevy Trust; (2) the G&H Trust; (3) Daniel Halevy; and (4) Simon Harkham.

5. Job description: Alan Gomperts – manager of financial affairs; Daniel Halevy – manager of operations

E. PROPOSED DISBURSING AGENT MULTI-PURPOSE POST-CONFIRMATION AGENT

will pay all amounts due under the Plan from a fund hereby authorized to be opened. This fund shall be maintained in a segregated, interest-bearing account in a depository approved by the United States trustee for the Central District of California for deposits of funds by trustees.

1. Name of person responsible for collecting money intended for distribution to claimants and transmitting it to claimants: Alan Gomperts
2. Disbursing agent's address: 264 S. Oakhurst Drive, Beverly Hills, CA 90212
3. Disbursing agent's phone number: (310) 621-5350
4. Proposed compensation for person listed above: None
5. Qualifications of person listed above: CFO
6. Affiliation of person listed above, to Debtor: Debtor
7. Job description: Collecting and disbursing plan payments

IV. DEFINITIONS AND PRELIMINARY INFORMATION

A. CLAIMS AND INTERESTS

A claim refers to all obligations of the Debtor or against property of the Debtor. Claims treated under the Plan are included whether the claim arose before or after the bankruptcy case was filed, and whether or not an obligation involves a cash payment. A claimant refers to holder of a claim treated under the Plan, even if the party did not file a proof of claim. An interest represents an ownership stake in the Debtor. An interest holder refers to holder of an interest treated under the Plan, even if the party did not file a proof of interest.

A claim or interest is allowed if it is (a) timely and properly scheduled or filed, and not objected to; (b) objected to, and was resolved by settlement of the parties or a court order, or (c) deemed allowed. A claim is deemed allowed if the claim is listed on the Debtor's schedules and is not scheduled as disputed, contingent, or unliquidated. An interest is deemed allowed if it is included on the list of equity security holders filed by the Debtor with the court and is not scheduled as disputed. **Allowed claims and interests are provided for in the Plan in the relevant category or class.**

A claim or interest is disallowed if it was timely objected to by a party in interest and the court ordered that the claim or interest be disallowed in part or entirely. **Disallowed claims and interests are not treated under the Plan.**

A claim or interest is disputed if a ruling on allowance has not been made, and (a) a proof of claim or interest has been filed or deemed filed and a party in interest has filed an objection; or (b) a proof of claim or interest has not been filed and the Debtor scheduled such claim or interest as disputed, contingent, unliquidated or unknown.

In this case, the deadline by which to file a proof of claim or interest was July 16, 2024 and the deadline by which to have an objection to claim or interest heard was: September 20, 2024. The status of the claims and interest objection process is that all objections to have been resolved, and no other objections are anticipated; or the objection process is pending, or will shortly begin, for the claims or interests identified in Exhibit B as having an objection pending and Proponent has filed the Motion for Order Approving Disclosure Statement with objections still pending because the bar date has not yet passed.

If the holder of a claim or interest wants to vote, but holds a claim or interest that has either (a) been objected to, or (b) has been scheduled by the Debtor as contingent, disputed, unliquidated, or unknown, and the holder has not filed a proof of claim or interest, the holder must file a motion to have its claim or interest allowed for voting purposes in time for that motion to be heard before the hearing on confirmation of the Plan.

No distribution will be made on the disputed portion of a claim or interest unless allowed by a final non-appealable order. FRBP 9019 authorizes the Debtor to settle disputed claims with court approval; but, court approval is not required if a proposed settlement does not exceed \$10,000. The Debtor is required to reserve funds to pay the amount claimants would receive if the claim is allowed in full (unless the court approves a different amount). To the extent a disputed claim is disallowed, (a) the funds that had been reserved for such claims will be distributed as provided in the Plan to other creditors of the same class (or as ordered by the court); or (b) if this box is checked then such funds will be distributed to the Debtor.

B. POTENTIAL § 1111(b) ELECTIONS. § 1111(b) allows a partially secured claim to be treated as fully secured under certain conditions, notwithstanding § 506(a). Claimants should consult their attorney to evaluate if a § 1111(b) election is available and is in their best interest, and to identify the deadline for making an election.

C. VOTING AND OBJECTIONS TO CONFIRMATION OF PLAN.

“Voting” to accept or reject the Plan is different from “objecting” to confirmation of the Plan. Voting by ballot means a claimant entitled to vote completes the ballot enclosed with this DS and Plan and returns it to Proponent. Objecting to confirmation means a party in interest files and serves either a Preliminary Objection to Confirmation of Plan, or an Opposition to Motion to Confirm Plan.

1. Who may object to confirmation of the Plan. Any party in interest may object to confirmation of the Plan; but, as explained below, not all claimants and interest holders are entitled to vote to accept or reject the Plan.

2. **Who may vote** (§ 1124). It requires both an allowed and impaired claim, or allowed and impaired interest in order to vote either to accept or reject the Plan.

Impaired claimants include those whose legal, equitable, and contractual rights are altered by the Plan even if the alteration is beneficial to the claimant. Impaired interest-holders include those whose legal, equitable, and contractual rights are altered by the Plan, even if the alteration is beneficial to the interest holder.

Claims and interests are placed into classes consistent with § 1122. Members of unimpaired classes do not vote, though they may file an objection to confirmation of the plan.

Many claimants are treated by the Bankruptcy Code as having accepted or rejected the Plan without a vote. Some types of claims are required to be treated a certain way by the Bankruptcy Code and for that reason they are considered unimpaired. Holders of such claims cannot vote. In addition, the Bankruptcy Code treats some claimants as having rejected the Plan without a vote if (a) the claimant is to receive no distribution under the Plan; (b) an objection has been filed to that claimants' claim and the objection has not been resolved prior to filing the Plan; or (c) Debtor scheduled a claim as contingent, disputed, unliquidated or unknown and the creditor has not filed a proof of claim.

Classes Entitled to Vote Because the Class is Impaired:	Classes Not Entitled to Vote Because the Class is Unimpaired:
All Class 2 and Class 4 Claims	All Class 3 Claims

A party that disputes the Proponent's characterization of its claim or interest as unimpaired and wants to vote, may request a finding of impairment from the Court in order to obtain the right to vote.

3. **Votes necessary to confirm the Plan**.. The court may confirm the Plan if at least one non-insider impaired class of claims has accepted and certain statutory requirements are met as to both nonconsenting members within a consenting class and as to dissenting classes. A class of claim has accepted the Plan when more than one half in number and at least two-thirds in amount of the allowed claims actually voting, vote in favor of the Plan. A class of interest has accepted when more than one half in number and at least two-thirds in amount of the allowed interests of such class actually voting have accepted it. It is important to remember that even if the requisite number of votes to confirm the Plan are obtained, the Plan will not bind the parties unless and until the Court makes an independent determination that confirmation is appropriate. That is the subject of any upcoming confirmation hearing.

(A) **How to vote**. The Debtor will file and serve 2 notices: (1) Notice of Hearing on Adequacy of Disclosure Statement ("Notice of DS Hearing"); and (2) Notice of Dates Related to Confirmation of Plan and Deadlines to: (A) Submit Ballot; (B) File Preliminary Objection to Confirmation of Plan; and (C) File Response to Motion to Confirm Plan ("Notice of Deadlines Related to Confirmation").

A ballot will accompany the Notice of Deadlines Related to Confirmation. A voting claimant must follow the instructions set forth in the Notice of Deadlines Related to Confirmation. A claimant whose claim is allowed as partly secured and partly unsecured is entitled to vote in each capacity by delivering one ballot for the secured part of the claim and another ballot for the unsecured portion of the claim.

V. SOURCE OF MONEY TO SATISFY CLAIMS AND INTERESTS

The Plan cannot be confirmed unless the Court finds that it is "feasible," which means that the Proponent has timely submitted evidence establishing that the Debtor will have sufficient funds available to satisfy all expenses, including the scheduled payments to claimants discussed in sections VIII below.

A. **NON-INCOME SOURCES TO FUND PLAN**. See Exhibit(s) D for income and other contributions that will fund the Plan. If additional funding sources (non-income) are needed, see below:

1. **Loan or Line of Credit**: None Loans or Lines of Credit are as follows:

NAME OF LENDER		CONTRIBUTION TYPE	TERM	INT RATE	PROCEEDS
(a)	Streit Lending	<input checked="" type="checkbox"/> Loan <input type="checkbox"/> Credit Line	1 yr with 2 1 yr optns	10.5%	\$2,900,000
(b)		<input type="checkbox"/> Loan <input type="checkbox"/> Credit Line		%	\$

2. Sales of Property:

None

All or substantially all of Debtor's assets will be sold. The terms of the proposed sale and evidence of the financial solvency of the proposed buyer is attached in Exhibit .

The specified property of Debtor is planned to be sold as follows:

PROPERTY DESCRIPTION:		PROPOSED SALE DATE	PROPOSED SALE PRICE	PROCEEDS TO FUND THE PLAN
(a)	<input type="checkbox"/> Property in CLASS #3, #4 or #5: <u>Check only ONE:</u> <input type="checkbox"/> 3a <input type="checkbox"/> 3b <input type="checkbox"/> 3c <input type="checkbox"/> 3d <input type="checkbox"/> 3e <input type="checkbox"/> 4a <input type="checkbox"/> 4b <input type="checkbox"/> 4c <input type="checkbox"/> 4d <input type="checkbox"/> 4e <input type="checkbox"/> 5a <input type="checkbox"/> 5b <input type="checkbox"/> 5c <input type="checkbox"/> 5d <input type="checkbox"/> 5e		\$	\$
(b)	<input type="checkbox"/> Property in CLASS #3 or #4: <u>Check only ONE:</u> <input type="checkbox"/> 3a <input type="checkbox"/> 3b <input type="checkbox"/> 3c <input type="checkbox"/> 3d <input type="checkbox"/> 3e <input type="checkbox"/> 4a <input type="checkbox"/> 4b <input type="checkbox"/> 4c <input type="checkbox"/> 4d <input type="checkbox"/> 4e <input type="checkbox"/> 5a <input type="checkbox"/> 5b <input type="checkbox"/> 5c <input type="checkbox"/> 5d <input type="checkbox"/> 5e		\$	\$

See Exhibit ____ for additional anticipated sales of specific property.

3. Adversary Proceedings: None Adversary proceedings are as follows:

ADVERSARY PROCEEDING DESCRIPTION:		DATE FILED OR TO BE FILED	ADV. PROC. NUMBER	ANTICIPATED RECOVERY
FRBP 7001 and LBR 7004-1 require a summons/complaint.				\$
(a)				\$
(b)				\$

B. PAYMENTS ON THE EFFECTIVE DATE. This section demonstrates the Plan is feasible on the Effective Date.

(1) CLAIMS AND EXPENSES TO BE PAID ON THE EFFECTIVE DATE	AMOUNT
Cure Payments: Executory Contracts, Unexpired Leases: Section VIII.B.2.	\$0
Administrative claims + Statutory Costs/Charges: Section VIII.C.1. +court costs	\$600,000
Nominal Unsecured Claims: Section VIII.E.1.	\$0
First Payments: General Unsecured Claims: Section VIII.E.2.	\$11,438
Arrearages + First Payments: Secured Claims: Sections VIII.F. – VIII.G.	\$0
TOTAL TO BE PAID ON THE EFFECTIVE DATE:	\$611,438

(2) SOURCE OF FUNDS ON THE EFFECTIVE DATE		
Cash on Hand:		\$1,196,000
New Value: <input type="checkbox"/> Contributor Name (<i>identify</i>):		\$0
Loan or Line of Credit: Described above in: <input checked="" type="checkbox"/> V.A.(1a) <input type="checkbox"/> V.A.(1b)		\$2,900,000
Sale of Property: Described above in: <input type="checkbox"/> V.A.(2a) <input type="checkbox"/> V.A.(2b)		\$0
Adversary Proceeding Recovery: Described above in: <input type="checkbox"/> V.A.(3a) <input type="checkbox"/> V.A.(3b)		\$0
Other Sources: <input type="checkbox"/> (<i>identify</i>):		\$
TOTAL FUNDS AVAILABLE ON THE EFFECTIVE DATE:		\$4,096,000
(3) CASH AVAILABLE AFTER PAYMENTS MADE ON THE EFFECTIVE DATE:		\$3,484,562

C. PAYMENTS DURING THE PLAN TERM. Please see **Exhibit D** for cash flow projections for the duration of the Plan, to help determine that the plan is feasible during the plan term. The focus is on projected cash receipts and cash disbursements. All non-cash items such as depreciation, amortization, gains and losses are omitted. A positive number reflects a source of cash; a (negative number) reflects a use of cash. **Exhibit D** also contains details of the assumptions that underlie the projections.

D. FINANCIAL RECORDS TO ASSIST IN DETERMINING WHETHER PROPOSED PAYMENT IS FEASIBLE

Please see **Exhibit E** for three types of financial documents related to past activities. The two time periods of activities are: (1) the most recent twelve-month calendar year; and (2) all months subsequent thereto. The financial documents include: balance sheets, cash flow statements and income and expense statements.

E. EXPLANATION OF RISK FACTORS AND POTENTIAL FLUCTUATIONS WHEN IMPLEMENTING THE PLAN.

RISK FACTOR	EXPLANATION OF RISK AND FLUCTUATIONS
<input checked="" type="checkbox"/> Business/Economic <input type="checkbox"/> Sale of Property <input type="checkbox"/> Balloon Payment <input type="checkbox"/> Int. Rate Adjustment <input type="checkbox"/> Other	The Debtors ability to generate income is tied to rents on commercial properties, single family homes, and apartments. If the Debtors were to lose tenants or not lease-up space on the timeline projected, such circumstances could have a negative impact on the implementation of the Plan. The Debtors' Plan accounts for regular business and economic fluctuations that can cause rental income to fluctuate.
<input type="checkbox"/> Business/Economic <input type="checkbox"/> Sale of Property <input checked="" type="checkbox"/> Balloon Payment <input type="checkbox"/> Int. Rate Adjustment <input type="checkbox"/> Other	The Plan calls for Class 4 secured claims to receive regular interest payments during the course of the Plan followed by a balloon payment at the end of year 3. In order to make the balloon payment and complete Plan payments, Debtors will need to refinance or sell those properties that secure loans with projected balloon payments. How easily Debtors will be able to do this depends upon a multitude of micro and macro-economic factors such as the value of the properties and the strength of the applicable real estate market.
<input checked="" type="checkbox"/> Business/Economic <input type="checkbox"/> Sale of Property <input type="checkbox"/> Balloon Payment <input type="checkbox"/> Int. Rate Adjustment <input type="checkbox"/> Other	The Broadway tenant is not required to start paying rent in month 7 of the lease unless the building has a certificate of occupancy. As of the date of this disclosure, Broadway does not have a certificate of occupancy. If Broadway has only a temporary certificate of occupancy for the bottom three floors rent will commence at \$75,000 per month.

<input checked="" type="checkbox"/> Business/Economic <input type="checkbox"/> Sale of Property <input type="checkbox"/> Balloon Payment <input type="checkbox"/> Int. Rate Adjustment <input type="checkbox"/> Other	Broadway has brought a motion to approve a loan and whole-building lease currently scheduled to be heard on February 25, 2025. If the pending loan and lease are not approved either by motion or plan confirmation, Broadway may not be able to meet its plan payments.
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F. TAX CONSEQUENCES OF THE PLAN.

1. To the Debtor: Tax consequences to the Debtor are:

Utilization of a Debtor's Net Operating Losses

Internal Revenue Code section 382 places potentially severe limitations upon an entity's use of its net operating losses and loss carryovers ("NOLs") and certain other tax attributes if an "ownership change" occurs with respect to such entity's equity interests. Any pre-effective date shift (deemed or actual) in the ownership of stock of a debtor, directly or by attribution, outside the scope of a Chapter 11 plan may trigger an "ownership change" that would adversely affect the availability of a debtor's NOLs. Because the federal income tax consequences of any such shift would depend on the particular facts and circumstances at such time and the application of complex legislation and regulations, the Debtor expresses no view as to the effect of any transactions outside the scope of the Plan or the survival of any NOLs or other tax attributes. Parties in interest are cautioned against assuming that NOLs will be available to shelter any income or gain that may be recognized as a result of Plan transactions or the Debtor's operations prior to the Effective Date.

Reduction of Debtor's Indebtedness

Any amount of potential discharged indebtedness for federal income tax purposes will be referred to herein as a "Debt Discharge Amount." In general, the Internal Revenue Code provides that a taxpayer who realizes a discharge of indebtedness must include the Debt Discharge Amount in its gross income in the taxable year of discharge to the extent that the Debt Discharge Amount exceeds any consideration given for such discharge. No income from the discharge of indebtedness is realized to the extent that payment of the liability being discharged would have given rise to a deduction. If a taxpayer is in a title 11 case (a case under the Bankruptcy Code) and the discharge of indebtedness occurs pursuant to a plan approved by the court (such as the Plan in this case, if confirmed), such discharge of indebtedness is specifically excluded from gross income. If the taxpayer is insolvent before a cancellation or deemed cancellation of debt and does not become solvent by reason of the cancellation or deemed cancellation, such cancellation or deemed cancellation of indebtedness is specifically excluded from gross income.

Accordingly, the Debtor believes that it will not be required to include in gross income any Debt Discharge Amount as a result of the Plan. The Internal Revenue Code requires certain tax attributes of a debtor to be reduced by the Debt Discharge Amount excluded from gross income. Tax attributes are reduced in the following order of priority: current year net operating losses and net operating loss carryovers; general business credits minimum tax credits; capital loss carryovers; basis of property of the taxpayer; passive activity loss or credit carryovers; and foreign tax credit carryovers. Tax attributes are generally reduced by one dollar for each dollar excluded from gross income, except that general tax credits, minimum tax credits and foreign tax credits are reduced by 33.3 cents for each dollar excluded from gross income. The tax attribute reduction rules may eliminate a portion of a debtor's NOLs and other tax attributes. However, such NOLs and other tax attributes will not be reduced until after the determination of tax, if any, for the taxable year in which a plan is confirmed and becomes effective.

Alternative Minimum Tax

In general, an alternative minimum tax ("AMT") is imposed on an entity's "alternative minimum taxable income" ("AMTI") at a 20 percent rate to the extent such tax exceeds the corporation's regular federal income tax for the taxable year. AMTI generally is equal to regular taxable income with certain adjustments. For purposes of computing AMTI, certain tax deductions and other beneficial allowances are modified or eliminated. In particular, even though an entity otherwise may be able to shelter all of its taxable income for regular income tax purposes by applying available NOLs, an entity (or consolidated group) is entitled to offset no more than 90 percent of its AMTI with NOLs (as recomputed for AMT purposes). The confluence of a 20 percent AMT tax rate and a 90 percent (of AMTI) cap on the deduction for AMT NOLs creates an effective AMT tax rate of two percent (i.e., 20 percent of the 10 percent of AMTI that is not sheltered with AMT NOLs). Accordingly, even if a debtor's NOLs remain available to fully shelter net income or gain, if any, recognized during the tax year in which the Plan is confirmed and becomes effective, a debtor may be liable for AMT even though a debtor is not liable for regular federal income tax.

2. To Claimants: Claimants should consult their advisors regarding potential tax effects of the Plan; nevertheless:

The Debtor believes tax consequences to claimants are:

The Debtors are not certain of tax consequences to Claimants, because: the Debtors are unfamiliar with the finances of each claimant and the potential impact the terms of the Plan may have upon them.

VI. ASSETS AND LIABILITIES OF THE ESTATE

- A. **ASSETS** The identity and fair market value of the estate's assets are listed in **Exhibit C** so that the reader can assess what assets are at least theoretically available to satisfy claims and to evaluate the overall worth of the bankruptcy estate. Any proposed sale of these assets is discussed in Section **V.A.2** above.
- B. **LIABILITIES** **Exhibit B** shows the allowed claims against the estate, claims whose treatment is explained in detail in Sections VIII below.
- C. **SUMMARY** The fair market value of all assets equals \$31,905.745. Total liabilities equal \$32,183,625.

VII. TREATMENT OF NONCONSENTING MEMBERS OF CONSENTING CLASS

The Plan must provide that a nonconsenting impaired claimant or interest holder of a consenting class receive at least as much as would be available had the Debtor filed a Chapter 7 petition instead. In a Chapter 7 case the general rule is that the Debtor's assets are sold by a trustee. Unsecured claims generally share in the proceeds of sale only after secured creditors and administrative claimants are paid. Certain unsecured claims get paid before other unsecured claims do. Unsecured claims with the same priority share in proportion to the amount of their allowed claim in relationship to the total amount of allowed claims.

A claimant would recover from the assets of the bankruptcy estate less under chapter 7 than under chapter 11 for a number of reasons including: (1) for the reasons detailed in **Exhibit C**, the liquidation value of Debtor's assets is less than its fair market value; (2) in a chapter 7 case a trustee is appointed and is entitled to compensation from the bankruptcy estate as reflected in the chart below; and (3) an individual debtor is permitted to exempt a certain amount of the sales proceeds before unsecured claims are paid anything.

CALCULATION OF ESTIMATED PERCENT RECOVERY - BROADWAY		CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit __ for a list of all property of the bankruptcy estate, valuations, and valuation methods.		\$0	\$0
(b) <u>Administrative Expense Claims:</u>		<\$200,000>	<\$200,000>
(c) <u>Tax Claims:</u>		<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>		<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$, * 10% on any amount over \$5,000 but less than \$50,000 = \$, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$, * 3% on all amounts over \$1 million) = \$,			
TOTAL TRUSTEE'S FEES =		<\$0>	N/A
(f) <u>New Value</u> (average monthly net cash flows during plan)		N/A	\$22,000

(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =	\$0	\$592,000
(h) <u>Dollar Amount of General Unsecured Claims:</u> =	\$380,000	\$380,000
(i) % recovery on general unsecured claims: [(g) divided by (h)] x 100% =	0%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY - SLA		CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit __ for a list of all property of the bankruptcy estate, valuations, and valuation methods.		\$0	\$102,000
(b) <u>Administrative Expense Claims:</u>		<\$30,000>	<\$30,000>
(c) <u>Tax Claims:</u>		<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>		<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$47,500, * 3% on all amounts over \$1 million) = \$7,035.45,			
TOTAL TRUSTEE'S FEES =		<\$N/A>	N/A
(f) <u>New Value</u> (average monthly net cash flows during plan)		N/A	\$8,500
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =		\$0	\$408,000
(h) <u>Dollar Amount of General Unsecured Claims:</u> =		\$62,000	\$62,000
(i) % recovery on general unsecured claims: [(g) divided by (h)] x 100% =		0%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY - NEGEV		CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit __ for a list of all property of the bankruptcy estate, valuations, and valuation methods.		\$0	\$0
(b) <u>Administrative Expense Claims:</u>		<\$25,000>	<\$25,000>
(c) <u>Tax Claims:</u>		<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>		<\$0>	<\$0>

(e) <u>Trustee's Fees</u> : Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of:		
* 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$36,000, * 3% on all amounts over \$1 million) = \$,		
TOTAL TRUSTEE'S FEES =	<\$N/A>	N/A
(f) <u>New Value</u>	N/A	\$2,000
(g) <u>Dollar Amount Available for General Unsecured Claims</u> : (a) plus (f) minus (b), (c), (d) and (e) =	\$0	\$2,000
(h) <u>Dollar Amount of General Unsecured Claims</u> : =	\$1,680	\$1,680
(i) <u>% recovery on general unsecured claims</u> : [(g) divided by (h)] x 100% =	0%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY – A. GOMPERTS		CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets</u> : See Exhibit __ for a list of all property of the bankruptcy estate, valuations, and valuation methods.		\$6,582,311	\$9,720,000
(b) <u>Administrative Expense Claims</u> :		<\$80,000>	<\$80,000>
(c) <u>Tax Claims</u> :		<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims</u> :		<\$0>	<\$0>
(e) <u>Trustee's Fees</u> : Assuming the chapter 7 trustee disburses the net liquidation value of assets sufficient to pay the administrative and general unsecured claimants, § 326 indicates the chapter 7 trustee is entitled to fees of:			
* 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$666.64, * 3% on all amounts over \$1 million) = \$,			
TOTAL TRUSTEE'S FEES =		<\$6,416.64>	N/A
(f) <u>New Value</u>		N/A	\$0
(g) <u>Dollar Amount Available for General Unsecured Claims</u> : (a) plus (f) minus (b), (c), (d) and (e) =		\$6,496,000	\$9,640,000
(h) <u>Dollar Amount of General Unsecured Claims</u> : =		\$1,868	\$1,868
(i) <u>% recovery on general unsecured claims</u> : [(g) divided by (h)] x 100% =		100%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY – D. HALEVY		CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets</u> : See Exhibit __ for a list of all property of the bankruptcy estate, valuations, and valuation methods.		\$330,358	\$1,902,145

(b) <u>Administrative Expense Claims:</u>	<\$80,000>	<\$80,000>
(c) <u>Tax Claims:</u>	<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>	<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets sufficient to pay the administrative and general unsecured claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$4,891.09, * 3% on all amounts over \$1 million) = \$, TOTAL TRUSTEE'S FEES =	<\$10,641.09>	N/A
(f) <u>New Value</u>	N/A	\$0
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =	\$239,716	\$1,822,145
(h) <u>Dollar Amount of General Unsecured Claims:</u> =	\$166,000	\$166,000
(i) <u>% recovery on general unsecured claims:</u> [(g) divided by (h)] x 100% =	100%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY – S. HALEVY		CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit __ for a list of all property of the bankruptcy estate, valuations, and valuation methods.		\$3,558,000	\$9,282,000
(b) <u>Administrative Expense Claims:</u>		<\$80,000>	<\$80,000>
(c) <u>Tax Claims:</u>		<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>		<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$500, * 3% on all amounts over \$1 million) = \$, TOTAL TRUSTEE'S FEES =		<\$6,250>	N/A
(f) <u>New Value</u>		N/A	\$0
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =		\$3,471,750	\$9,202,000
(h) <u>Dollar Amount of General Unsecured Claims:</u> =		\$0	\$0
(i) <u>% recovery on general unsecured claims:</u> [(g) divided by (h)] x 100% =		N/A%	N/A%

VIII. PLAN PROVISIONS: TREATMENT OF CLAIMS

Below is a summary of who gets paid what and when and from what source. The Proponent is usually not required by law to pay the holder of an unsecured claim or interest everything it would otherwise be entitled to, had a bankruptcy case not commenced.

A. ASSUMPTION AND REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES. [§ 365]

1. There are no executory contracts or unexpired leases.
2. **Assumption.** The post-confirmation debtor will perform all related obligations whether arising before or after confirmation of the Plan. Any arrearages arising before confirmation of the Plan will be paid by the first day of the month following the Effective Date unless the parties agree otherwise or the court finds that a longer payment schedule still provides the creditor with timely cure and adequate assurance of future performance. Obligations that arise after confirmation of the Plan will be paid as they come due.

Previously Assumed:

DESCRIPTION OF EXECUTORY CONTRACT OR UNEXPIRED LEASE		DATE OF ORDER TO ASSUME	CURE AMOUNT: Must be paid on Effective Date
(a)			\$
(b)			\$

To be Assumed on the Effective Date.

DESCRIPTION OF EXECUTORY CONTRACT OR UNEXPIRED LEASE		CURE AMOUNT: Must be paid on Effective Date
(a)	All of the Debtors' leases with tenants will be assumed	\$0
(b)	Alan Gomperts – Tesla lease will be assumed	\$0

3. **Rejection.** Claims arising from the rejection of an executory contract or unexpired lease are treated as general unsecured claims in CLASS #2, except to the extent the court orders otherwise. A claim arising from the rejection must be filed no later than 30 days after the date of the order confirming the Plan.

DESCRIPTION OF EXECUTORY CONTRACT OR UNEXPIRED LEASE		
(a)		<input type="checkbox"/> Rejected: <input type="checkbox"/> Order Entered on: <input type="checkbox"/> Deemed Rejected on: <input type="checkbox"/> To be Rejected on the Effective Date
(b)		<input type="checkbox"/> Rejected: <input type="checkbox"/> Order Entered on: <input type="checkbox"/> Deemed Rejected on: <input type="checkbox"/> To be Rejected on the Effective Date

See Exhibit ____ for additional executory contracts and unexpired leases to be assumed or rejected.

- B. UNSECURED CLAIMS THAT MUST BE TREATED AS REQUIRED BY § 1129(a)(9)(A) and § 1129(a)(9)(C), UNLESS A CLAIMANT CONSENTS TO A DIFFERENT TREATMENT.** §§ 1129(a)(9)(A) and (C) require that certain claims be treated one at a time, rather than as a class. Even if another claimant votes to accept a lesser treatment, the claims listed below are not altered. The debtor must prove to the court that claims are either being treated as 1129(a)(9) requires, or that the claimant agreed to some other treatment.

1. **Administrative Expense Claims** - § 507(a)(2) and § 1129(a)(9)(A). These include: (1) court-approved claims of attorneys and other professionals; and (2) United States trustee fees under 28 U.S.C. chapter 123.

- The deadline to file administrative expense claims is (date) TO BE SET.
- There are no administrative expense claims.
- All administrative expense claims have been filed and/or are anticipated to be filed, and the claims and amounts indicated below are the amounts requested or anticipated to be requested:

Claimant: Weintraub Zolkin Talerico & Selth LLP (in Broadway, SLA, and Negev Debtor Cases)						
Claim Amount (less paid to date)	Interest Rate (if any)	Amount Paid on Effective Date	Amount Paid After Effective Date			
			Frequency	Each Payment	Balloon Pymts	Term of Payments
\$ 350,000	%	\$350,000	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly	\$	\$	months

Claimant: Saul Ewing (in Individual Debtor Cases)						
Claim Amount (less paid to date)	Interest Rate (if any)	Amount Paid on Effective Date	Amount Paid After Effective Date			
			Frequency	Each Payment	Balloon Pymts	Term of Payments
\$ 250,000	%	\$250,000	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly	\$	\$	months

2. **Tax Claims** - § 507(a)(8) and § 1129(a)(9)(C). Must be paid in full within 5 years after the Petition Date.

- There are no tax claims
- All tax claims have been filed or scheduled, and are reflected on Exhibits B and G:

Claimant: Los Angeles County Tax Assessor (Seaton)						
Claim Amount (less paid to date)	Interest Rate (§511)	Amount Paid on Effective Date	Amount Paid After Effective Date			
			Frequency	Each Payment	Balloon Pymts	Term of Payments
			<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly	\$	\$	

- See Exhibit ____ for additional unsecured claims (not listed in VII.C) on which voting is not allowed.

- § 507(a)(2) – Administrative Expense Claims
- § 507(a)(8) – Tax Claims
- § 507(a)(3) – Involuntary Gap Claims Allowed Under § 502(f)

C. UNSECURED CLAIMS THAT MUST BE TREATED AS REQUIRED BY § 1129(a)(9)(B) – CLASS #1.

§ 1129(a)(9)(B) requires certain unsecured claims to be treated with priority over general unsecured claims, and pay them in full on the Effective Date or as soon as practicable after unless claimants vote as a class to accept deferred payments. If so, claims are impaired and claimants are entitled to vote to accept or reject the Plan.

- There are no claims in CLASS #1.
- CLASS #1a: § 507(a)(1) - Wage and Commission Claims

Claimant:						
Claim Amount (less paid to date)	Interest Rate (if any)	Amount Paid on Effective Date	Amount Paid After Effective Date			
			Frequency	Each Payment	Balloon Pymts	Term of Payments

\$	%	\$	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly	\$	\$	months
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See Exhibit for additional unsecured claims (not listed above) in Class #1:

- CLASS #1(a):** § 507(a)(4) - Wage and Commission Claims
- CLASS #1(b):** § 507(a)(5) – Employee Benefit Plan Contribution Claims
- CLASS #1(c):** § 507(a)(6) – Grain Producer and Fisherman Claims
- CLASS #1(d):** § 507(a)(7) – Consumer Deposit Claims

D. OTHER UNSECURED CLAIMS – CLASS #2.

There are no claims in **CLASS #2**.

See Exhibit B for a list of all **CLASS #2** claimants and amount owed to each. Treatment is set forth in **Exhibit G**.

1. **CLASS #2a: Nominal Unsecured Claims.** These include “nominal” claims of \$_____ or less, and any larger unsecured claims whose claimant agreed to reduce its claim to this amount. Claimants are **not entitled to vote** to accept or reject the Plan.

Claimants will be paid the nominal amount on the Effective Date, or as soon as practicable thereafter. Estimated total payments are \$_____.

2. **CLASS #2b: General unsecured claims.** These are unsecured claims not included in **CLASS #2a**, and will be paid as follows. Claimants are **entitled to vote** to reject or accept the Plan.

Percent Plan. Each claimant in CLASS #2b will be paid _____% of its claim beginning the first relevant date after the Effective Date:

- a. Over _____ years in equal monthly quarterly installments, due on the first day of each calendar month/quarter;
- b. with interest at the rate of _____% per annum, or without interest; and.
- c. The amount each claimant receives depends on the total amount of allowed claims in this class.

Pot Plan. Each member of CLASS #2b will be paid a pro rata share of a fund totaling \$_____, created by the Debtor's payment:

- a. Pro rata means the entire fund amount divided by the total of all allowed claims in this class.
- b. Payment amount is \$_____ per month quarter for a period of _____ months/quarters,
- c. Payments will begin on (date): _____

Other: See Exhibit G1

E. SECURED CLAIMS – CLASS #3, CLASS #4 and Class #5.

CLASS #3 - Unimpaired Non-Insider Claims. Claimants **are not entitled** to vote to accept or reject the Plan. Until claims are fully paid, claimants retain their interest in the property securing the claim. Treatment for classes 3.6(a), 3.6(b), 3.6(c), 3.6(d), 3.6(e), 3.7(a), 3.8(a), 3.8(b), 3.8(c) is the assumption and performance of the loan agreements for these creditors, who will keep their security and priority of liens. Each of these Class 3 loans are current and no cure payments are required. Class 3 Claims are identified in **Exhibit B** and treatment is set forth in **Exhibit G**.

CLASS #4 - Impaired Non-Insider Claims. Claimants **are entitled** to vote to accept or reject the Plan. Until claims are fully paid, claimants retain their interest in the property securing the claim. Class 4 Claims are identified in **Exhibit B** and treatment is set forth in **Exhibit G**.

There are no claims in CLASS #4.

<input type="checkbox"/> CLASS #4a	Claimant: Basis for secured status: Priority of lien: <input type="checkbox"/> Lien is not modified in any way. <input type="checkbox"/> Lien is modified as follows:
---	--

Total Amount of Allowed Claim	Total Amount of Payments Over Time to Satisfy Secured Claim	Interest Rate	First Payment Date	Amount of Each Installment	Frequency of Payments	Total Yearly payments	Final Payment date
\$	\$	%		\$		\$	

Address or Other Description of Collateral Securing Claim 4a:							
Value: \$	Valuation Method	<input type="checkbox"/> Order on motion or stipulation <input type="checkbox"/> Declaration: Certified appraiser <input type="checkbox"/> Other:					

Additional Comments relating to Class #4a:

<input type="checkbox"/> CLASS #4b	Claimant: Basis for secured status: Priority of lien: <input type="checkbox"/> Lien is not modified in any way. <input type="checkbox"/> Lien is modified as follows:
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Total Amount of Allowed Claim	Total Amount of Payments Over Time to Satisfy Secured Claim	Interest Rate	First Payment Date	Amount of Each Installment	Frequency of Payments	Total Yearly payments	Final Payment date
\$	\$	%		\$		\$	

Address or Other Description of Collateral Securing Claim 4b:							
Value: \$	Valuation Method	<input type="checkbox"/> Order on motion or stipulation <input type="checkbox"/> Declaration: Certified appraiser <input type="checkbox"/> Other:					

Additional Comments relating to Class #4b:

<input type="checkbox"/> CLASS #4c	Claimant: Basis for secured status: Priority of lien: <input type="checkbox"/> Lien is not modified in any way. <input type="checkbox"/> Lien is modified as follows:
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Total Amount of Allowed Claim	Total Amount of Payments Over Time to Satisfy Secured Claim	Interest Rate	First Payment Date	Amount of Each Installment	Frequency of Payments	Total Yearly payments	Final Payment date
\$	\$	%		\$		\$	

Address or Other Description of Collateral Securing Claim 4c:

Value: \$	Valuation Method	<input type="checkbox"/> Order on motion or stipulation <input type="checkbox"/> Declaration: Certified appraiser <input type="checkbox"/> Other:
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Additional Comments relating to Class #4c:

See Exhibit ____ for more impaired secured claims. Label as Class #4d, #4e, etc.

CLASS #5 - Insider Claims. These are claims of persons defined in 11 U.S.C. §101(31). Essentially, an insider is a person with a close relationship with the Debtor other than a creditor-debtor relationship. Treatment is:

There are no claims in CLASS #5.

<input type="checkbox"/> CLASS #5a	Claimant: Basis for secured status: Priority of lien: <input type="checkbox"/> Lien is not modified in any way. <input type="checkbox"/> Lien is modified as follows:
------------------------------------	--

Total Amount of Allowed Claim	Total Amount of Payments Over Time to Satisfy Secured Claim	Interest Rate	First Payment Date	Amount of Each Installment	Frequency of Payments	Total Yearly payments	Final Payment date
\$	\$	%		\$		\$	

Address or Other Description of Collateral Securing Claim 5a:

Value: \$	Valuation Method	<input type="checkbox"/> Order on motion or stipulation <input type="checkbox"/> Declaration: Certified appraiser <input type="checkbox"/> Other:
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Additional Comments relating to Class #5a:

See Exhibit ____ for more insider secured claims. Label as Class #5b, #5c, etc.

F. SHAREHOLDER OR PARTNER INTERESTS

- Under the Plan, Shareholders simply retain their shares of stock.
- Shareholders redeem their shares of stock and receive the following consideration:
 - Partner's interest(s) in partnership Debtor:
 1. Each partner's interest in the debtor shall remain as it is now. The identity of the general partners are:
 - . There are no limited partners
 - are limited partners and their identities are as follows:
 2. The interest of some or all of the partners changes under the Plan as follows:
 - The Articles of Incorporation or Bylaws have been changed to include a provision prohibiting the issuance of nonvoting equity securities as required by 11 U.S.C. §1123(a)(6).

IX. UNCLAIMED OR UNDELIVERABLE PLAN DISTRIBUTIONS. Payments or other distributions made under the Plan that are unclaimed or undeliverable for six (6) months after the attempted distribution will vest in the post-confirmation debtor free of restrictions. Any entitlement to distribution will be barred.

X. EFFECT OF CONFIRMATION.

A. General Comments

The provisions of a confirmed Plan bind the Debtor, any entity acquiring property under the Plan, and any claimant, interest holder, or general partner of the Debtor, even those who do not vote to accept the Plan.

The confirmation of the Plan vests all property of the estate in the Debtor.

The automatic stay is lifted upon confirmation as to property of the estate. However, the stay continues to prohibit collection or enforcement of pre-petition claims against the Debtor or the Debtor's property until the date the Debtor receives a discharge, if any. If the Debtor does not seek a discharge, the discharge is deemed denied and the stay as to the Debtor and the Debtor's property terminates on entry of the order confirming the Plan.

B. Discharge of Liability for Payment of Debts; Termination of Rights and Interests of Equity Security Holders and General Partners Provided for by the Plan

- Individual Debtors will seek an order of discharge pursuant to 11 U.S.C. § 1141(d)(5)(C).
- Debtor is not eligible for a discharge pursuant to 11 U.S.C. § 1141(d)(3) because:
 - the Plan provides for the liquidation of all, or substantially all, of the property of the estate.
 - the Debtor will not engage in business after consummation of the Plan.
 - the Debtor would be denied a discharge under 11 U.S.C. § 727(a) if the case were a case under chapter 7.
- Corporate Debtors are a corporate debtor thus pursuant to 11 U.S.C. §1141(d)(5)-(6), "[t]he confirmation of the plan does not discharge the Debtor from any debt of a kind specified in 11 U.S.C. §523(a)(2)(A)-(B) that is owed to a domestic governmental unit, or owed to a person as the result of an action filed under subchapter III of Chapter 37 of title 31 or any similar State statute, or for a tax or customs duty with respect to which the debtor made a fraudulent tax return or willfully attempted in any manner to evade or to defeat such tax or such customs duty."

C. Modification of the Plan

The Proponent may modify the Plan pursuant to 11 U.S.C. § 1127.

D. Final Decree

Once the Plan has been consummated, a final decree may be entered upon motion of the Proponent. The effect of the final decree is to close the bankruptcy case. After such closure, a party seeking any type of relief relating to a Plan provision can seek such relief in a state court of general jurisdiction.

XI. LIST OF EXHIBITS AND DECLARATIONS.

A. MANDATORY

Exhibit A: Declaration of **Alan Gomperts** to support all assertions in this Disclosure Statement, and all information provided in all other Exhibits.

Exhibit B: List of all claims (*next to each claim, indicate whether or not the claim is disputed and scheduled Or unscheduled, and include the class number*).

Exhibit C: List of all property of the estate (including cash on hand) and going concern and liquidation valuations of all listed property as of the date of plan confirmation. Include appendices to describe valuation methods such as order entered determining value, declaration of appraiser with approach used, qualifications as expert, etc. For rental property include average monthly cash flow, deducting for debt service and ordinary, necessary operating expenses for the past three months and the past two years. Estimates of collections and likelihood of collections of accounts receivable and lawsuits should also be provided.

Exhibit D: Projected income, expenses, and plan payments prepared on (*date*) January 16, 2025, to support that the plan is feasible during the plan term, as referred to in section V.C. Details include proposed plan payments to be made on the Effective Date and for each month and/or quarter of the Plan Term. Sources and uses of funds and any expense fluctuations are explained.

Exhibit E: Financial records:

- Balance sheets, income and expense statements, cash flow statements for the period including the most recent twelve-month calendar year and all months subsequent thereto. Sources and uses of funds and any expense fluctuations are explained.
- Evidence of funds constituting the source of funds on the effective date

B. OPTIONAL

- Exhibit F:** Declarations: Certified Appraisers
 Contributor of New Value (regarding ability to provide funding)
 Other: Decl. of Alan Gomperts (regarding pending Broadway lease and loan)
- Exhibit G:** Other Exhibits: (1) Schedule of Creditor Classes and Plan Treatment

Date: February 6, 2025

/s/ Derrick Talerico

Signature of attorney for proponent

WEINTRAUB ZOLKIN TALERICO & SELTH LLP

Derrick Talerico

Counsel for Broadway Avenue Investments, LLC, SLA Investments, LLC, Negev Investments, LLC

And

SAUL EWING LLP

Zev Shechtman

Counsel to Debtors Alan Gomperts, Daniel Halevy, and Susan Halevy

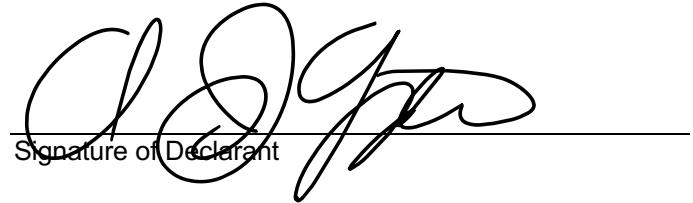
EXHIBIT A - DECLARATION IN SUPPORT OF DISCLOSURE STATEMENT AND PLAN

I, Alan Gomperts have personal knowledge of the facts set forth in this declaration.

1. The name of the individual(s) who prepared this Disclosure Statement and Plan is(are) Derrick Talerico.
2. The source of all financial data is the Debtors' books and records.
3. All facts and representations in the Disclosure Statement and Plan are true to the best of my knowledge.
4. No fact has been omitted that is material to a claimant or equity security holder in voting to accept or reject the proposed Plan.
5. The name of the person(s) who prepared the cash flow projections and the other financial documents is(are) Alan Gomperts, and such person(s) was (were) acting within the capacity of President or person-most-knowledgeable for the Debtor (or Proponent).
6. The accounting method(s) used to prepare the cash flow projections and other financial documents is(are).

I declare under penalty of perjury under the laws of the United States that the following statements are true and based upon personal knowledge.

Date: February 6, 2025



Signature of Declarant

EXHIBIT B

Claims List

EXHIBIT C

Assets

Asset	Liquidation Value	Chapter 7	Chapter 11 Going Concern Value (FMV)	Chapter 11 Avg Monthly Cash Flow	Notes
BROADWAY AVENUE INVESTMENTS LLC					
Cash	\$0	\$0	\$0	\$0	
737 S. Broadway	\$7,500,000		\$12,500,000		
Total Value for Unsecured Creditors:	\$0		\$0	\$150,000	
SLA INVESTMENTS LLC					
Cash	\$48,766		\$102,000		
1040 S. Los Angeles Street	\$1,219,515		\$3,500,000		
EarthBean Coffee Receivable	\$5,000		\$5,000		
Total Value for Unsecured Creditors:	\$0		\$0	\$8,500	Outstanding receivable for unpaid rent during COVID
NEGEV INVESTMENTS LLC					
	\$300		\$300		
12800 Foxdale Drive, Desert Hot Springs, CA	\$770,000		\$2,300,000		
Total Value for Unsecured Creditors:	\$0		\$0	\$0	
ALAN GOMPERTS					
264 S. Oakhurst	\$2,300,000		\$2,800,000		
3538 Greenfield Avenue	\$0		\$1,300,000		
2247 S. Canfield	\$1,521,964		\$2,000,000		
2220 Bagley Avenue	\$1,647,847		\$2,500,000		
Honda Accord - 2015	\$0		\$7,000		After exemption
Honda Odyssey - 2016	\$8,500		\$9,000		After exemption
Tesla 3 - 2022	\$0		\$0		After exemptions
DIP Account	\$284,000		\$284,000		
Money Market Account	\$800,000		\$800,000		
Etrade Account	\$20,000		\$20,000		
Broadway Avenue Investments, LLC (33.33%)	\$0		\$0		
Seation Investments, LLC (25%)	\$0		\$0		
SLA Investments, LLC (25%)	\$0		\$0		
Sienna Rose Inc. (25%)	\$0		\$0		No assets
Total Value for Unsecured Creditors:	\$6,582,311		\$9,720,000	\$67,916	

Asset	Liquidation Value	Chapter 7 Concern Value (FMV)	Chapter 11 Going Concern Value (FMV)	Chapter 11 Avg Monthly Cash Flow	Notes
DANIEL HALEVY					
8561 Horner	\$0	\$1,500,000			After secured liens
Ford Ranger - 1999	\$0	\$3,000			After exemption
Rolls Royce - 1979	\$10,000	\$10,000			After exemption
Ford F250 - 1986	\$0	\$4,000			After exemption
Honda Odyssey - 2011	\$5,900	\$8,000			After exemption
DIP Accounts	\$3,300	\$3,300			
Sienna Rose Inc. (31%)	\$0	\$0			No assets
820 S. Spring Street, LLC (31%)	\$0	\$0			No assets
Commune Events, Inc. (100%)	\$0	\$0			No assets
802 Mateo St., LLC (100%)	\$0	\$0			No assets
Almighty Builders, Inc. (100%)	\$0	\$0			No assets
Broadway Avenue Investments, LLC (33.33%)	\$0	\$0			No assets
Seaton Investments, LLC (25%)	\$0	\$0			No assets
SLA Investments, LLC (25%)	\$311,158	\$374,645			
Total Value for Unsecured Creditors:	\$330,358	\$1,902,945		\$24,000	
SUSAN HALEVY					
237 S. Linden	\$1,434,798	\$3,200,000			After homestead and liens and 7% cost of sale
133 S. Palm	\$0	\$2,500,000			No value after secured liens
140 S. Roxbury (50% partnership)	\$883,807	\$2,150,000			Liq. value at 20% discount to value of prtnshp hldngs
Tesla 3	\$11,000	\$20,000			After exemption
Tesla X	\$18,000	\$20,000			
Cash	\$300	\$300			
DIP Accounts	\$6,500	\$6,500			
Stock - Public Storage	\$86,000	\$86,000			
Sienna Rose Inc. (25%)	\$0	\$0			No assets
820 S. Spring Street, LLC (30.1%)	\$0	\$0			Value of anticipated distributions to members
Negev Investments, LLC (100%)	\$0	\$0			
341 S. Canon, LLC (100%)	\$1,118,000	\$1,300,000			Undeveloped plot for SFR
Broadway Avenue Investments, LLC (33.33%)	\$0	\$0			
Colton Investments, LLC (100%)	\$0	\$0			
Seaton Investments, LLC (41%)	\$0	\$0			
Seapiper Inn, Inc. (100%)	\$0	\$0			No assets
Total Value for Unsecured Creditors:	\$3,558,406	\$9,282,800		\$13,917	

* All secured property is valued after deducting for liens

** All commercial real estate is valued at a 10% discount in chapter 7 on account of the cost of sale and some loss in value for a liquidation sale

*** Single family homes are valued at a 7% discount in chapter 7 on account of the cost of sale and some loss in value for a liquidation sale

EXHIBIT D

Projections

737 S. Broadway
Cash Flow Projection

	Lease Year 1		Lease Year 1		Lease Year 1		Lease Year 1		Lease Year 1		Lease Year 1		Lease Year 2	
	2025	2025	2025	2025	2025	2025	2025	2025	2025	2025	2025	2025	2026	2026
	May	June	July	August	September	October	November	December	January	February	March	April		
Cash	2,900,000	2,452,733	2,007,767	1,563,600	1,114,630	1,144,772	1,174,914	1,192,056	1,209,198	1,224,340	1,241,482	1,257,124		
Rental Income	-	-	-	-	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000
	2,900,000	2,452,733	2,007,767	1,563,600	1,314,630	1,344,772	1,374,914	1,392,056	1,409,198	1,424,340	1,441,482	1,457,124		
Expenses														
Maintenance	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500
Insurance	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Accounting	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Property Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Management Fee	1,500	800	-	-	-	-	-	-	15,000	15,000	15,000	15,000	15,000	15,000
Taxes/Licenses	1,600	-	-	-	-	-	-	-	-	-	-	1,500	1,500	1,500
Utilities														
Total Expenses	10,600	8,300	7,500	7,500	9,500	9,500	22,500	22,500	24,500	24,500	24,000	24,000	24,000	24,000
	2,889,400	2,444,433	2,000,267	1,556,100	1,305,130	1,335,272	1,352,414	1,369,556	1,384,698	1,401,840	1,417,482	1,433,124		

Net Operating Cash

TI Payments	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000	400,000
Plan Payments	-	-	-	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804
	400,000	400,000	400,000	404,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804

Archway Interest 7%	-	-	-	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888
Streit Interest 11%	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667
	36,667	36,667	36,667	36,667	155,554									

Net Cash

Broadway	16,162,044
Negev	1,371,500
SLA Investments	131,875
Personal Real Estate	2,715,336
Total Debt	20,380,755

Streit Loan 4,000,000

737 S. Broadway
Cash Flow Projection

	Lease Year 2	Lease Year 2	Lease Year 2	Lease Year 2	Lease Year 2	Lease Year 2	Lease Year 2	Lease Year 2	Lease Year 2	Lease Year 2	Lease Year 3
	2026	2026	2026	2026	2026	2026	2026	2026	2026	2027	2027
	May	June	July	August	September	October	November	December	January	February	March
Cash											
Rental Income											
	1,272,766	1,288,408	1,304,750	1,321,892	1,339,034	1,354,176	1,369,318	1,386,460	1,403,603	1,418,745	1,435,887
	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	200,000	206,000	206,000
	<u>1,472,766</u>	<u>1,488,408</u>	<u>1,504,750</u>	<u>1,521,892</u>	<u>1,539,034</u>	<u>1,554,176</u>	<u>1,569,318</u>	<u>1,586,460</u>	<u>1,603,603</u>	<u>1,618,745</u>	<u>1,641,887</u>
Expenses											
Maintenance	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500
Insurance	-	-	-	-	-	-	-	-	-	-	-
Accounting	-	-	-	-	-	2,000	2,000	-	-	-	-
Legal	-	-	-	-	-	-	-	-	2,000	-	-
Property Taxes	-	-	-	-	-	-	-	-	-	-	-
Management Fee	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000
Taxes Licenses	1,500	800	-	-	-	-	-	-	-	1,500	1,500
Utilities	-	-	-	-	-	-	-	-	-	-	-
Total Expenses	24,000	23,300	22,500	22,500	24,500	24,500	22,500	22,500	24,500	22,500	24,000
	<u>1,443,766</u>	<u>1,465,108</u>	<u>1,482,250</u>	<u>1,499,392</u>	<u>1,514,534</u>	<u>1,529,676</u>	<u>1,546,818</u>	<u>1,563,960</u>	<u>1,579,103</u>	<u>1,596,245</u>	<u>1,617,387</u>
Net Operating Cash											
TI Payments											
Plan Payments	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804
	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804
	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>	<u>118,888</u>
	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667
	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>	<u>155,554</u>
Net Cash											
Broadway											
Negev	16,162,044										
SLA Investments	1,371,500										
Personal Real Estate	131,875										
Total Debt	2,715,336										
	<u>20,380,755</u>										
Streit Loan	4,000,000										

737 S. Broadway
Cash Flow Projection

	Lease Year 3			Lease Year 3			Lease Year 3			Lease Year 3			Lease Year 3			Lease Year 4		
	2027	2027	2027	2027	2027	2027	2027	2027	2027	2027	2027	2027	2028	2028	2028	2028	2028	
	May	June	July	August	September	October	November	December	January	February	March	April						
Cash	1,479,171	1,500,813	1,523,155	1,546,297	1,569,439	1,590,581	1,611,723	1,634,865	1,658,007	1,679,149	1,702,291	1,730,113						
Rental Income	206,000	206,000	206,000	206,000	206,000	206,000	206,000	206,000	206,000	206,000	206,000	206,000	212,180	212,180	212,180	212,180		
	1,685,171	1,706,813	1,729,155	1,752,297	1,775,439	1,796,581	1,817,723	1,840,865	1,864,007	1,885,149	1,914,471	1,942,293						
Expenses																		
Maintenance	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500						
Insurance	-	-	-	-	-	-	-	-	-	-	-	-						
Accounting	-	-	-	-	-	-	-	-	-	-	-	-						
Legal	-	-	-	-	-	-	-	-	-	-	-	-						
Property Taxes	-	-	-	-	-	-	-	-	-	-	-	-						
Management Fee	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000						
Taxes Licenses	1,500	800	-	-	-	-	-	-	-	-	-	-						
Utilities	-	-	-	-	-	-	-	-	-	-	-	-						
Total Expenses	24,000	23,300	22,500	22,500	24,500	24,500	22,500	22,500	22,500	22,500	22,500	22,500						
	1,661,171	1,683,513	1,706,655	1,729,797	1,750,939	1,772,081	1,795,223	1,818,365	1,839,507	1,862,649	1,890,471	1,918,293						
Net Operating Cash																		
TI Payments																		
Plan Payments	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804						
	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804						
Archway Interest 7%																		
Streit Interest 11%																		
118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888						
36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667	36,667						
155,554	155,554	155,554	155,554	155,554	155,554	155,554	155,554	155,554	155,554	155,554	155,554	155,554						
Net Cash																		
Broadway																		
Negev	16,162,044																	
SLA Investments	1,371,500																	
Personal Real Estate	131,875																	
Total Debt	2,715,336																	
	20,380,755																	
Streit Loan	4,000,000																	

Negev Investments, LLC

2025		2026												
Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
May	June	July	August	September	October	November	December	January	February	March	April	May		

Income per Management agreement

1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,500
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Mortgage
1st Trust Deed
1,300,000
Paid By Broadway

Negev Investments, LLC

Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month
14	15	16	17	18	19	20	21	22	23	24	25	26
June	July	August	September	October	November	December	January	February	March	April	May	June
<hr/>												
Income per Management agreement	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	2,000

Mortgage
1st Trust Deed
1,300,000
Paid By Broadway

Income per Management agreement

Income per Management agreement

Mortgage 1st Trust Deed 1,300,000 Paid By Broadway

SLA Investments, LLC

	2025						2026					
	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12
	May	June	July	August	September	October	November	December	January	February	March	
Cash	102,000	96,911	94,323	91,734	89,145	87,890	86,634	85,379	84,123	82,867	83,612	
Rent	11,600	11,600	11,600	11,600	11,600	11,600	11,600	11,600	11,600	13,600	13,600	
	113,600	108,511	105,923	103,334	100,745	99,490	98,234	96,979	95,723	96,467	97,212	
Fixed Expenses:												
Property Taxes	-	-	-	-	-	-	-	-	-	-	-	
Insurance	400	400	400	400	400	400	400	400	400	400	400	400
Total Fixed Expenses	400	400	400	400	400	400	400	400	400	400	400	400
Operating Expenses:												
Repairs and Maintenance	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Taxes & Licenses	100	100	100	100	100	100	100	100	100	100	100	100
Utilities	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333
Management Fee	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Total Operating Expenses	6,433	3,933	3,933	3,933	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Total Expenses	6,833	4,333	4,333	4,333	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Net Operating Cash	4,767	7,267	7,267	7,267	8,600	8,600	8,600	8,600	8,600	8,600	10,600	10,600
Plan Payments	841	841	841	841	841	841	841	841	841	841	841	841
Mortgage Interest	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015
Net Cash Flow	96,911	94,323	91,734	89,145	87,890	86,634	85,379	84,123	82,867	83,612	84,356	

Mortgage
1st Trust Deed
2nd Trust Deed
1,802,928
paid off through
Broadway Loan

	Month 12	Year 13	Month 14	Month 15	Month 16	Month 17	Month 18	Month 19	Month 20	Month 21	2027 Month 21
	April	May	June	July	August	September	October	November	December	January	
Cash	84,356	66,166	62,511	63,255	63,999	64,744	46,554	47,298	51,043	54,787	
Rent	13,600	13,600	13,600	13,600	13,600	13,600	13,600	16,600	16,600	16,600	
	97,956	79,766	76,111	76,855	77,599	78,344	60,154	63,898	67,643	71,387	
Fixed Expenses:											
Property Taxes	18,934	-	-	-	-	-	18,934	-	-	-	
Insurance	400	4,800	400	400	400	400	400	400	400	400	
Total Fixed Expenses	19,334	4,800	400	400	400	400	19,334	400	400	400	400
Operating Expenses:											
Repairs and Maintenance	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Taxes & Licenses	100	100	100	100	100	100	100	100	100	100	100
Utilities	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333
Management Fee	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Total Operating Expenses	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Total Expenses	21,934	7,400	3,000	3,000	3,000	21,934	3,000	3,000	3,000	3,000	3,000
Net Operating Cash	(8,334)	6,200	10,600	10,600	10,600	(8,334)	10,600	13,600	13,600	13,600	
Plan Payments	841	841	841	841	841	841	841	841	841	841	841
Mortgage Interest	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015
Net Cash Flow	66,166	62,511	63,255	63,999	64,744	46,554	47,298	51,043	54,787	58,532	

Mortgage
1st Trust Deed
2nd Trust Deed

1,802,928
paid off through
Broadway Loan

	Month 22	Month 23	Month 24	Month 25	Year 26	Month 27	Month 28	Month 29	Month 30	Month 31
	February	March	April	May	June	July	August	September	October	November
Cash	58,532	62,276	66,020	69,765	54,575	58,319	64,064	69,808	74,219	61,697
Rent	16,600	16,600	16,600	16,600	16,600	18,600	18,600	18,600	20,600	20,600
	75,132	78,876	82,620	86,365	71,175	76,919	82,664	88,408	94,819	82,297
Fixed Expenses:										
Property Taxes	-	-	-	18,934	-	-	-	-	18,934	-
Insurance	400	400	400	400	400	400	400	400	400	400
Total Fixed Expenses	400	400	400	19,334	400	400	400	400	19,334	400
Operating Expenses:										
Repairs and Maintenance	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Taxes & Licenses	100	100	100	100	100	100	100	100	100	100
Utilities	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333
Management Fee	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Total Operating Expenses	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	3,933	3,933
Total Expenses	3,000	3,000	3,000	21,934	3,000	3,000	3,000	4,333	23,267	4,333
Net Operating Cash	13,600	13,600	13,600	(5,334)	13,600	15,600	15,600	14,267	(2,667)	16,267
Plan Payments	841	841	841	841	841	841	841	841	841	841
Mortgage Interest	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015
Net Cash Flow	62,276	66,020	69,765	54,575	58,319	64,064	69,808	74,219	61,697	68,108

Mortgage
1st Trust Deed
2nd Trust Deed

1,802,928
paid off through
Broadway Loan

SLA Investments, LLC

	2028			
	Month 32	Month 33	Month 34	Month 35
	December	January	February	March
Cash	68,108	74,519	80,931	87,342
Rent	20,600	20,600	20,600	20,600
	88,708	95,119	101,531	107,942
				114,354
Fixed Expenses:				
Property Taxes	-	-	-	-
Insurance	400	400	400	400
Total Fixed Expenses	400	400	400	400
Operating Expenses:				
Repairs and Maintenance	2,500	2,500	2,500	2,500
Taxes & Licenses	100	100	100	100
Utilities	1,333	1,333	1,333	1,333
Management Fee	2,500	2,500	2,500	2,500
Total Operating Expenses	3,933	3,933	3,933	3,933
Total Expenses	4,333	4,333	4,333	4,333
Net Operating Cash	16,267	16,267	16,267	16,267
Plan Payments	841	841	841	841
Mortgage Interest	9,015	9,015	9,015	9,015
Net Cash Flow	74,519	80,931	87,342	93,754
				100,165
Mortgage				
1st Trust Deed				1,802,928
2nd Trust Deed				paid off through Broadway Loan

EXHIBIT E

Financials

Broadway Avenue Investments, LLC
Preliminary Balance Sheet
As of December 31, 2024

Dec 31, 24

ASSETS

Current Assets

Checking/Savings	
Farmers and Merchants Checking	16,250.12
Farmers Tax Account	200.00
Total Checking/Savings	<u>16,450.12</u>
Other Current Assets	
Construction In Progress	145,902.99
Intercompany Receivable-Seaton	-250.00
Intercompany Receivable - SR	-25,774.01
Total Other Current Assets	<u>119,878.98</u>
Total Current Assets	<u>136,329.10</u>
Fixed Assets	
Accumulated Depreciation	-1,327,676.00
Building	7,785,613.74
Land	<u>2,847,848.00</u>
Total Fixed Assets	<u>9,305,785.74</u>
Other Assets	
Accumulated amort, loan fees	-519,347.00
Loan Fees	<u>519,347.00</u>
Total Other Assets	<u>0.00</u>
TOTAL ASSETS	<u>9,442,114.84</u>

LIABILITIES & EQUITY

Liabilities

Current Liabilities	
Other Current Liabilities	
Loan - Archway	19,393,418.02
Member Loans - Daniel Halevy	73,708.25
Member Loans - Sue Halevy	<u>251,629.82</u>
Total Other Current Liabilities	<u>19,718,756.09</u>
Total Current Liabilities	<u>19,718,756.09</u>
Long Term Liabilities	
Acoca Loan	<u>50,000.00</u>
Total Long Term Liabilities	<u>50,000.00</u>
Total Liabilities	<u>19,768,756.09</u>
Equity	
Member 1 Equity_Alan	-3,341,013.51
Member 2 Equity_Sue	-1,405,412.02
Member3 Equity_Daniel	-3,341,022.02
Retained Earnings	-2,198,086.00
Net Income	<u>-41,107.70</u>
Total Equity	<u>-10,326,641.25</u>
TOTAL LIABILITIES & EQUITY	<u>9,442,114.84</u>

Broadway Avenue Investments, LLC
Preliminary Profit & Loss
December 2024

	<u>Dec 24</u>
Ordinary Income/Expense	
Expense	
Utilities	492.16
Total Expense	492.16
Net Ordinary Income	-492.16
Net Income	<u>-492.16</u>

Broadway Avenue Investments, LLC
Preliminary Statement of Cash Flows
December 2024

	<u>Dec 24</u>
OPERATING ACTIVITIES	
Net Income	-492.16
Net cash provided by Operating Activities	<u>-492.16</u>
Net cash increase for period	-492.16
Cash at beginning of period	16,942.28
Cash at end of period	<u>16,450.12</u>

Negev Investments, LLC
Preliminary Balance Sheet
As of December 31, 2024

	<u>Dec 31, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
Farmers Checking	92.06
Farmers Tax Account	<u>200.00</u>
Total Checking/Savings	<u>292.06</u>
Other Current Assets	
Receivable - Seapiper	16,791.90
Total Other Current Assets	<u>16,791.90</u>
Total Current Assets	<u>17,083.96</u>
Fixed Assets	
Building Improvements - Solar	171,200.00
Buildings and Improvements	954,800.00
Land	<u>145,200.00</u>
Total Fixed Assets	<u>1,271,200.00</u>
TOTAL ASSETS	<u>1,288,283.96</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Member Loan	200.00
Note Payable - Ygrene	<u>160,357.43</u>
Total Other Current Liabilities	<u>160,557.43</u>
Total Current Liabilities	<u>160,557.43</u>
Total Liabilities	<u>160,557.43</u>
Equity	
Members Equity	1,128,034.47
Net Income	<u>-307.94</u>
Total Equity	<u>1,127,726.53</u>
TOTAL LIABILITIES & EQUITY	<u>1,288,283.96</u>

Negev Investments, LLC
Prevailing Profit & Loss
December 2024

	Dec 24
Net Income	<u>0.00</u>

Negev Investments, LLC
Prevailing Statement of Cash Flows
December 2024

	<u>Dec 24</u>
Cash at beginning of period	292.06
Cash at end of period	<u>292.06</u>

SLA Investments, LLC
Preliminary Balance Sheet
As of December 31, 2024

	Dec 31, 24
ASSETS	
Current Assets	
Checking/Savings	
Farmers and Merchants Checking	73,301.30
Farmers Tax Account	200.00
Total Checking/Savings	73,501.30
Total Current Assets	73,501.30
Fixed Assets	
Accumulated Depreciation	-214,996.00
Buildings	1,328,597.70
Land	2,109,733.00
Total Fixed Assets	3,223,334.70
Other Assets	
Accumulated Amort, loan fee	-39,793.00
Loan Fees	72,350.00
Total Other Assets	32,557.00
TOTAL ASSETS	<u>3,329,393.00</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan payable, Seaton	-7,000.00
Loans payable, Sienna Rose	128,100.00
Tenant Security Deposits Held	15,619.10
Total Other Current Liabilities	136,719.10
Total Current Liabilities	136,719.10
Long Term Liabilities	
Harvest Small Business Finance	1,829,856.95
Member Loans	-6,625.00
Total Long Term Liabilities	1,823,231.95
Total Liabilities	1,959,951.05
Equity	
Capital-Sue Halevy	1,076,854.33
Capital, Alan Gomperts	135,961.11
Capital, Daniel Halevy	135,958.08
Capital, Simon Harkam	103,327.44
Retained Earnings	-123,604.05
Net Income	40,945.04
Total Equity	1,369,441.95
TOTAL LIABILITIES & EQUITY	<u>3,329,393.00</u>

SLA Investments, LLC
Preliminary Profit & Loss
December 2024

<u>Dec 24</u>	
Ordinary Income/Expense	
Income	
Rental Income	11,150.00
Total Income	11,150.00
Expense	
Repairs and Maintenance	3,712.48
Total Expense	3,712.48
Net Ordinary Income	7,437.52
Net Income	<u>7,437.52</u>

SLA Investments, LLC
Preliminary Statement of Cash Flows
December 2024

	<u>Dec 24</u>
OPERATING ACTIVITIES	
Net Income	<u>7,437.52</u>
Net cash provided by Operating Activities	<u>7,437.52</u>
Net cash increase for period	7,437.52
Cash at beginning of period	66,063.78
Cash at end of period	<u>73,501.30</u>

EXHIBIT F

Gomperts Declaration

DECLARATION OF ALAN D. GOMPERTS

I, Alan D. Gomperts, hereby declare as follows:

1. I am the managing member of Seaton Investments, LLC. I am a manager of Broadway Avenue Investments, LLC and SLA Investments, LLC. I am an authorized representative of Colyton Investments, LLC, Negev Investments, LLC. I have personal knowledge of the facts set forth herein, except as to those states on information and belief and, as to those, I am informed and believe them to be true. If called as a witness, I could and would competently testify to the matters stated herein.

2. I have been intimately involved in the business investment and ventures with my brother-in-law Daniel Halevy, mother-in-law Susan Halevy, and now deceased father-in-law David Halevy for decades, including all of the corporate Debtors implicated by this Motion. As such, I am familiar with the management, operations, finances, and books and records of the corporate Debtors specifically and generally as to Susan Halevy and Daniel Halevy.

3. A motion to approve the proposed lease for the Broadway property is currently pending for approval before the Bankruptcy Court. The motion to approve the lease is filed in these joint cases at Docket 420. The proposed lease is filed in these joint cases at Docket 421.

4. A motion to approve proposed financing needed to support the proposed Broadway lease and a letter of intent setting forth the material terms for the loan is currently pending for approval before the Bankruptcy Court. The motion to approve the loan is filed in these joint cases at Docket 418. The letter of intent with the material terms of the loan is filed in these joint cases at Docket 421.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 6th day of February, 2025, at Beverly Hills, California.

ALAN D. COMPERTS

EXHIBIT G

Claims by Class

Creditor Class	Entitled to Vote	Description	Plan Treatment			Installments	Interest	Description
			General	Unsecured Claims	% of Claim			
<u>Class 2</u>	X	Y	Third party claims		100% 7 years	Quarterly	No	Insider claims will be cancelled upon confirmation
2.3(b)	X	Y	Third party claim secured by non-debtor collateral		50% 7 years	Quarterly	No	Insider claims will be cancelled upon confirmation
2.3(c)	X	Y	Insider Claim		0% xx	xx	xx	Tenant security deposits will be treated per the terms of the tenants' leases
2.3(d)	X	N	Third party claims		100% 7 years	Quarterly	No	Insider claims will be cancelled upon confirmation
2.4(b)	X	Y	Tenant security deposits		xx	xx	xx	Insider claims will be cancelled upon confirmation
2.4(c)	X	Y	Insider Claim		0% xx	xx	xx	Insider claims will be cancelled upon confirmation
2.4(d)	X	N	County Tax Claim		100% 5 years	Quarterly	7%	Insider claims will be cancelled upon confirmation
2.4(e)	X	Y	Insider Claim		0% xx	xx	xx	Car lease to be assumed
2.5(b)	X	N	State Tax Claims		100% 5 years	Quarterly	7%	Insider claims will be cancelled upon confirmation
2.5(c)	X	Y	County Tax Claim		100% 5 years	Quarterly	7%	Car lease to be assumed
2.6(b)	X	Y	Car base payment		100% Eff Date	xx	No	Creditors will maintain their rights on these guarantees until the principal obligation is paid in full. There will be a temporary injunction against collection on these guarantees during the Plan.
2.6(c)	X	N	Insider Claim		0% xx	xx	xx	Creditors will maintain their rights on these guarantees.
2.6(d)	X	Y	Guarantees on co-debtor obligations		0% xx	xx	xx	Insider claims will be cancelled upon confirmation
2.6(e)	X	Y	Federal Tax Claims		100% Eff Date	xx	xx	Creditors will maintain their rights on these guarantees until the principal obligation is paid in full. There will be a temporary injunction against collection on these guarantees during the Plan.
2.6(f)	X	Y	Guarantees on non-debtor obligations		0% xx	xx	xx	Primary obligation for services provided to Seaton/Colyton and SLA and paid in Plan by Seaton/Colyton (directly) and SLA (2.4(b))
2.7(b)	X	Y	Third party claims		100% 7 years	Quarterly	No	Creditors will maintain their rights on these guarantees.
2.7(c)	X	N	Insider Claim		0% xx	xx	xx	Insider claims will be cancelled upon confirmation
2.7(d)	X	Y	Guarantees on co-debtor obligations		0% xx	xx	xx	Creditors will maintain their rights on these guarantees until the principal obligation is paid in full. There will be a temporary injunction against collection on these guarantees during the Plan.
2.7(f)	X	Y	Third party claim - co-debtor payment		100% 7 years	Quarterly	No	Primary obligation for services provided to Seaton/Colyton and SLA and paid in Plan by Seaton/Colyton (directly) and SLA (2.4(b))
2.7(g)	X	Y	Guarantees on non-debtor obligations		0% xx	xx	xx	Creditors will maintain their rights on these guarantees.
2.8(b)	X	Y	Third party claims		100% 7 years	Quarterly	No	Insider claims will be cancelled upon confirmation
2.8(c)	X	Y	Guarantees on co-debtor obligations		0% xx	xx	xx	Insider claims will be cancelled upon confirmation
2.8(d)	X	X	Insider Claim		0% xx	xx	xx	Creditors will maintain their rights on these guarantees.
2.8(e)	X	Y	Guarantees on non-debtor obligations		0% xx	xx	xx	Insider claims will be cancelled upon confirmation
<u>Class 3</u>	N	N	<u>Secured Claims - Reinstated Loan</u>					
3.6(a)	N	N	Secured by Oakhurst property; 1st lien		100% xx	xx	xx	These loans are current and will be performed per the terms of the applicable loan agreements, notes, and all other relevant loan documents.
3.6(b)	N	N	Secured by Tesla car		100% xx	xx	xx	
3.6(c)	N	N	Secured by Bagley property; 1st lien		100% xx	xx	xx	
3.6(d)	N	N	Secured by Canfield property; 1st lien		100% xx	xx	xx	
3.6(e)	N	N	Secured by Greenfield property; 1st lien		100% xx	xx	xx	
3.7(a)	N	N	Secured by Horner property; 1st lien		100% xx	xx	xx	
3.8(a)	N	N	Secured by Roxbury property; 1st lien		100% xx	xx	xx	
3.8(b)	N	N	Secured by Palm property; 1st lien		100% xx	xx	xx	
3.8(c)	N	N	Secured by Linden property; 1st lien		100% xx	xx	xx	
<u>Class 4</u>			<u>Secured Claims - Restructured Loan</u>					
4.3(a)	X	Y	Secured by Broadway property; 1st lien		100% 3 years	Monthly	7%	Joint obligation with Classes 4.4(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan
4.4(a)	X	Y	Secured by SLA property; 2nd lien		100% 3 years	Monthly	7%	Joint obligation with Classes 4.3(a), 4.4(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan
4.4(b)	X	Y	Secured by SLA property; 1st lien		100% 7 years	Monthly	6%	Joint obligation with Classes 4.3(a), 4.4(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan
4.5(a)	X	Y	Secured by Negev property; 1st lien		100% 3 years	Monthly	7%	Joint obligation with Classes 4.3(a), 4.4(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan
4.6(a)	X	Y	Secured by Greenfield property; 2nd lien		100% 3 years	Monthly	7%	Joint obligation with Classes 4.3(a), 4.4(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan
4.7(a)	X	Y	Secured by Horner property; 2nd lien		100% 3 years	Monthly	7%	Joint obligation with Classes 4.3(a), 4.4(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan
4.8(a)	X	Y	Secured by Palm property; 2nd lien		100% 3 years	Monthly	7%	Joint obligation with Classes 4.3(a), 4.4(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan

** The number following the decimal indicates the Debtor against which the claim is held as follows:
x.3 - Broadway: x.4 - SLA: x.5 - Negev: x.6 - A. Gomperts: x.7 - D. Halevy: x.8 - S. Halevy

****All quarterly installment payments are due on the first day of each calendar quarter.**

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

11766 Wilshire Blvd, Suite 730, Los Angeles, CA 90025

A true and correct copy of the foregoing document entitled (specify): **DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION – FEBRUARY 2025** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) February 6, 2025, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

See attached NEF Service List

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (date) _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) February 6, 2025, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

The Honorable Vincent Zurzolo
United States Bankruptcy Court
255 E Temple St Suite 1360
Los Angeles, CA 90012

(via Priority Mail)

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

February 6, 2025
Date

Martha E. Araki
Printed Name

/s/ Martha E. Araki
Signature

Seaton Investments, LLC – Jointly Administered

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

- Attorneys for Corporate Debtors Seaton Investment, LLC, Colyton Investments, LLC, Broadway Avenue Investments, LLC, Negev Investments, LLC, SLA Investments, LCC: **Derrick Talerico:** dtalerico@wztslaw.com; maraki@wztslaw.com; sfritz@wztslaw.com; admin@wztslaw.com
- Attorneys for Individual Debtors Alan Gomperts, Daniel Halevy, Susan Haley: **Zev Shechtman, Carol Chow, Turner Falk, Ryan Coy:** zev.shechtman@saul.com; zshechtman@ecf.inforuptcy.com; carol.chow@saul.com; easter.santamaria@saul.com; turner.falk@saul.com; ryan.coy@saul.com
- Attorneys for Creditor First Foundation Bank: **Scott R Albrecht:** scott.albrecht@sgsattorneys.com; jackie.nguyen@sgsattorneys.com
- Attorneys for Creditor Korth Direct Mortgage, Inc.: **Tanya Behnam, Garrick Vanderfin:** tbehnam@polsinelli.com, tanyabehnam@gmail.com; ccripe@polsinelli.com; ladocketing@polsinelli.com; gvanderfin@polsinelli.com, jnavar@polsinelli.com; zyoung@polsinelli.com; mschuster@polsinelli.com;
- Attorneys for Creditor Los Angeles County Treasurer and Tax Collector: **Jacquelyn H Choi:** jacquelyn.choi@rimonlaw.com; docketingsupport@rimonlaw.com
- Attorneys for Creditor United States of America on behalf of the Internal Revenue Service: **Robert F Conte:** robert.conte@usdoj.gov; caseview.ecf@usdoj.gov; usacac.tax@usdoj.gov
- Courtesy NEF/Interested Party: **Christopher Cramer:** secured@becket-lee.com
- Attorneys for Creditor Harvest Small Business Finance, LLC: **Christopher Crowell:** ccowell@hrhrlaw.com
- Attorneys for Creditors Archway Real Estate Income Fund I SPE I, LLC, Archway Broadway Loan SPE, LLC, fka Archway Real Estate Income Fund I REIT, LLC, Archway Real Estate Income Fund, and Plaintiff Archway Broadway Loan SPE, LLC: **Michael G. Fletcher, Bruce D. Poltrack, Paige Selina Poupart, Gerrick Warrington:** mfletcher@frandzel.com; ppoupart@frandzel.com; gwarrington@frandzel.com; bpoltrock@frandzel.com; sking@frandzel.com; achase@frandzel.com
- Attorneys for Creditor Wells Fargo National Bank West: **Todd S Garan:** ch11ecf@aldrigepte.com; TSG@ecf.inforuptcy.com; tgaran@aldrigepte.com
- Attorneys for Creditor Los Angeles County Treasurer and Tax Collector: **Richard Girgado:** rgirgado@counsel.lacounty.gov
- Attorneys for Creditor Harvest Small Business Finance, LLC: **Jacqueline L James:** jjames@hrhrlaw.com
- Courtesy NEF/Interested Party Avi Muhtar: **Avi Edward Muhtar:** amuhtar@eaccidents.com
- Attorneys for Creditor UrbanLime Real Estate: **Lovee D Sarenas:** lovee.sarenas@dinsmore.com; wendy.yones@dinsmore.com
- Attorneys for Creditor AIRE Ancient Baths Los Angeles, LLC: **David B Shemano:** dshemano@shemanolaw.com
- Attorneys for Creditor Wells Fargo Bank, N.A.: **Jennifer C Wong:** bknotice@mccartyholthus.com; jwong@ecf.courtdrive.com
- US Trustee's Office: ustpregion16.la.ecf@usdoj.gov; **Kelly L. Morrison:** Kelly.l.morrison@usdoj.gov

DECLARATION OF ALAN D. GOMPERTS

I, Alan D. Gomperts, hereby declare as follows:

1. I am the managing member of Seaton Investments, LLC. I am a manager of Broadway Avenue Investments, LLC and SLA Investments, LLC. I am an authorized representative of Colyton Investments, LLC, Negev Investments, LLC. I have personal knowledge of the facts set forth herein, except as to those states on information and belief and, as to those, I am informed and believe them to be true. If called as a witness, I could and would competently testify to the matters stated herein.

2. I make this declaration in support of the *Debtor's Motion to Approve Adequacy of Disclosure Statement* (the "Motion"), to which this declaration is attached. All capitalized terms not specifically defined herein shall have the meanings ascribed to them in the Motion.

3. I have been intimately involved in business investments and ventures with my brother-in-law Daniel Halevy, mother-in-law Susan Halevy, and now deceased father-in-law David Halevy for decades, including all of the corporate Debtors implicated by this Motion. As such, I am familiar with the management, operations, finances, and books and records of the corporate Debtors specifically and generally as to Susan Halevy and Daniel Halevy.

4. The *Disclosure Statement and Plan Dated February 6, 2025* includes detailed information regarding, among other things, (i) the Debtors' assets and liabilities, (ii) classification and treatment of creditors under the Plan, and (iii) how the Plan will be implemented and funded. I believe that the Disclosure Statement contains sufficient and adequate information to allow parties in interest to make informed judgments about the Plan.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 6th day of February, 2025, at Beverly Hills, California.


ALAN D. GOMPERTS

DECLARATION OF DERRICK TALERICO

I, Derrick Talerico, hereby declare as follows:

1. I am an attorney duly admitted to practice law in the state of California and am admitted inter alia to the United States District Court for the Central District of California, and therefore to practice in the United States Bankruptcy Court for the Central District of California. I have personal knowledge of the facts stated herein and knowledge based on business records of my law practice and of my law firm Weintraub Zolkin Talerico & Selth LLP (the "Firm").

2. I submit this Declaration in support of the *Debtor’s Motion to Approve Adequacy of Disclosure Statement* (the “Motion”), to which this declaration is attached. All capitalized terms not specifically defined herein shall have the meanings ascribed to them in the Motion

3. On January 16, 2025, the Debtors filed their *Disclosure Statement and Plan Dated January 16, 2025* (the “January Plan/DS”) [Doc. 398].

4. On January 16, 2025, the Debtors filed their *Notice of Hearing on Adequacy of Disclosure Statement* (“DS Notice) [Doc. No 399], a true and correct copy of which is attached hereto as **Exhibit 1**. The Proof of Service annexed to the DS Notice shows that the DS Notice was served on all parties in interest including creditors, equity security holders and the United States Trustee.

5. On February 6, 2025, the Debtors filed their *Disclosure Statement and Plan Dated February 6, 2025* (the “February Plan/DS”) [Doc. 426]. The February Plan/DS amends and replaces the January Plan/DS to include reference to the pending motions to approve the Broadway lease and related post-petition financing and amends the projections for Broadway.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 6th day of February, 2025, at Los Angeles, California.

/s/ *Derrick Talerico*
Derrick Talerico

EXHIBIT 1

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address Derrick Talerico (State Bar No. 223763) dtalerico@wztslaw.com David B. Zolkin (State Bar No. 155410) dzolkin@wztslaw.com WEINTRAUB ZOLKIN TALERICO & SELTH LLP 11766 Wilshire Boulevard, Suite 730 Los Angeles, CA 90025 Telephone: (424) 500-8552	FOR COURT USE ONLY
<input type="checkbox"/> <i>Individual appearing without attorney</i> <input checked="" type="checkbox"/> <i>Attorneys for: Corporate Debtors</i>	
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION	
<p>In re: SEATON INVESTMENTS, LLC, et al.</p> <p><input type="checkbox"/> Affects All Debtors. <input type="checkbox"/> Affects Seaton Investments, LLC <input type="checkbox"/> Affects Colyton Investments, LLC <input checked="" type="checkbox"/> Affects Broadway Avenue Investments, LLC <input checked="" type="checkbox"/> Affects SLA Investments, LLC <input checked="" type="checkbox"/> Affects Negev Investments, LLC <input checked="" type="checkbox"/> Affects Alan Gomperts <input checked="" type="checkbox"/> Affects Daniel Halevy <input checked="" type="checkbox"/> Affects Susan Halevy</p> <p style="text-align: right;">Debtor(s).</p>	<p>LEAD CASE NO.: 2:24-bk-12079-VZ Jointly Administered with Case Nos.: 2:24-bk-12080-VZ; 2:24-bk-12081-VZ; 2:24-bk-12082-VZ; 2:24-bk-12091-VZ; 2:24-bk-12074-VZ; 2:24-bk-12075-VZ and 2:24-bk-12076-VZ</p> <p>CHAPTER: 11</p> <p>NOTICE OF HEARING ON ADEQUACY OF DISCLOSURE STATEMENT</p> <p>[11 U.S.C. § 1125; FRBP 3017; LBR 3017-1]</p> <p>Hearing Information:</p> <p>DATE: February 27, 2025 TIME: 11:00 a.m. COURTROOM: 1368, Roybal Federal Building ADDRESS: 255 E. Temple Street, Los Angeles, CA 90012</p>

1. **Hearing:** This hearing is required by 11 U.S.C. § 1125 and FRBP 3017. Pursuant to FRBP 2002(b) and (k), and LBR 3017-1, this hearing is set on 42 days of notice to the U.S. trustee, the debtor, and all claimants and parties in interest.
2. **Disclosure Statement:** Pursuant to FRBP 3016(b), a Disclosure Statement and Plan of Reorganization ("DS and Plan") was filed as docket entry # 398. To avoid contradiction and confusion, the DS and Plan are combined into one document. **Sections I – VII and XI of the DS and Plan constitute the disclosure statement ("DS").** Sections VIII – X of the DS and Plan constitute the plan.
3. **Viewing the Disclosure Statement:** The DS and Plan was served only on the U.S. trustee pursuant to FRBP 9034, and on the debtor. The DS and Plan will be served on claimants and parties in interest after the court determines the DS contains adequate information. To view the DS and Plan sooner, consult the docket in this bankruptcy case.
4. **Proponent of Disclosure Statement:** The party who filed the DS and Plan ("Proponent") is: Debtors, or
 .

5. **Motion to Approve:** Pursuant to FRBP 9014 and LBR 9013-1(d), the Proponent of the DS and Plan will file a motion to approve disclosure statement ("Motion to Approve DS") no later than 21 days before the hearing. At the hearing the court will determine if the DS contains adequate information to help claimants and interest holders decide whether to submit a ballot to accept or reject the proposed treatment of their claim in the Plan, and/or to file a preliminary objection to confirmation of the Plan.
6. **Filing and Serving a Response to Motion:** All claimants and parties in interest may file a response to the Motion to Approve DS; however, the Motion to Approve DS will be served only on the U.S. trustee pursuant to FRBP 9034 and on the debtor pursuant to LBR 9013-1(d). If you wish to oppose the Motion to Approve DS, obtain a copy of the Motion to approve DS from the court's docket, file and serve a written response no later than 14 days before the hearing, and appear at the hearing. When serving a response, serve it on the debtor, debtor's attorney, and the proponent's attorney (if the proponent is not the debtor) at the addresses set forth below. If you fail to file a written response or appear at the hearing, the court may treat such failure as a waiver of your right to oppose the Motion to Approve DS and may approve the DS.

a. **DEADLINE:** (date) February 13, 2025

b. **DEBTOR'S ADDRESS:** All Affected Debtors to be served via Counsel

c. **DEBTORS' ATTORNEYS' ADDRESSES:**

Do not mail the response. The Debtor's attorney will be served by Notice of Electronic Filing; **or**
 Mailing Address:

d. **PROPOSER'S ADDRESS (If Proposer is not the Debtor):** N/A

e. **PROPOSER'S ATTORNEY'S ADDRESS (If Proposer is not the Debtor):** N/A

Do not mail the response. The Proposer's attorney will be served by Notice of Electronic Filing; **or**
 Mailing Address: N/A

Date: January 16, 2025

/s/ Derrick Talerico

Signature of attorney for proponent (*if any*)

WEINTRAUB ZOLKIN TALERICO & SELTH LLP

Derrick Talerico

Counsel for Broadway Avenue Investments, LLC, SLA Investments, LLC, Negev Investments, LLC

And

SAUL EWING LLP

Zev Shechtman

Counsel to Debtors Alan Gomperts, Daniel Halevy, and Susan Halevy

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
11766 Wilshire Blvd., Suite 730, Los Angeles, CA 90025

A true and correct copy of the foregoing document entitled: **NOTICE OF HEARING ON ADEQUACY OF DISCLOSURE STATEMENT** [11 U.S.C. § 1125; FRBP 3017; LBR 3017-1] will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) January 16, 2025, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

See attached NEF service list

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (date) January 16, 2025, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

See attached US Mail service list

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) January 16, 2025, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

The Honorable Vincent P. Zurzolo (via Priority Mail)
United States Bankruptcy Court
255 E Temple St., Suite 1368
Los Angeles, CA 90012

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

/s/ Martha E. Araki
Signature

Seaton Investments, LLC – Jointly Administered

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

11766 Wilshire Blvd., Suite 730, Los Angeles, CA 90025

A true and correct copy of the foregoing document entitled: **NOTICE OF MOTION AND MOTION TO APPROVE ADEQUACY OF DISCLOSURE STATEMENT** [11 U.S.C. § 1125; FRBP 3017; LBR 3017-1] will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) February 6, 2025, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

See attached NEF Service List

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (date) February 6, 2025, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Debtors:

Broadway Avenue Investments, LLC, et al.
264 S. Oakhurst Dr
Beverly Hills, CA 90212

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) February 6, 2025, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

The Honorable Vincent P. Zurzolo (via Priority Mail)
United States Bankruptcy Court
255 E Temple St., Suite 1368
Los Angeles, CA 90012

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

2/6/2025
Date

Martha E. Araki
Printed Name

/s/ Martha E. Araki
Signature

Seaton Investments, LLC – Jointly Administered

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

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- Attorneys for Creditor Los Angeles County Treasurer and Tax Collector: **Jacquelyn H Choi:** jacquelyn.choi@rimonlaw.com; docketingsupport@rimonlaw.com
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- Courtesy NEF/Interested Party: **Christopher Cramer:** secured@becket-lee.com
- Attorneys for Creditor Harvest Small Business Finance, LLC: **Christopher Crowell:** ccowell@hrhrlaw.com
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- US Trustee's Office: ustpregion16.la.ecf@usdoj.gov; **Kelly L. Morrison:** Kelly.l.morrison@usdoj.gov